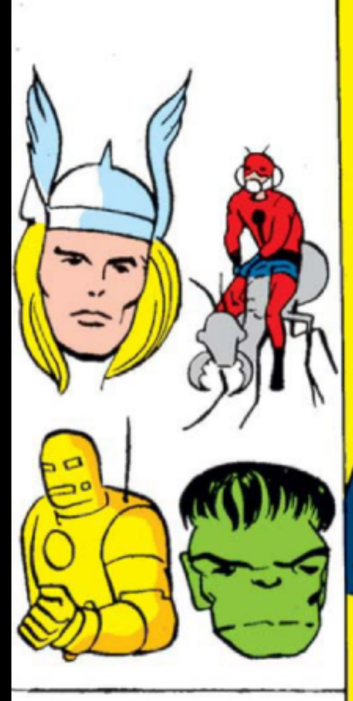

MARVEL COMICS GROUP 12¢

the AVENGERS

APPROVED BY THE COMICS CODE AUTHORITY

IND.

SEE THE NEW GIANT-MAN!

2 NOV.

ARMED WITH A FANTASTIC POWER, THE SPACE PHANTOM SETS OUT TO DESTROY THE EARTH'S MIGHTIEST SUPER-HEROES!

GIANT-MAN! THOR! LOOK OUT! IT ISN'T THE HULK... IT'S THE SPACE PHANTOM! HE'S ABOUT TO ATTACK IRON MAN!

ONE BY ONE THE SPACE PHANTOM "REMOVES" THE AVENGERS AND TAKES OVER THEIR BODIES HIMSELF! A MARVEL SENSATION!

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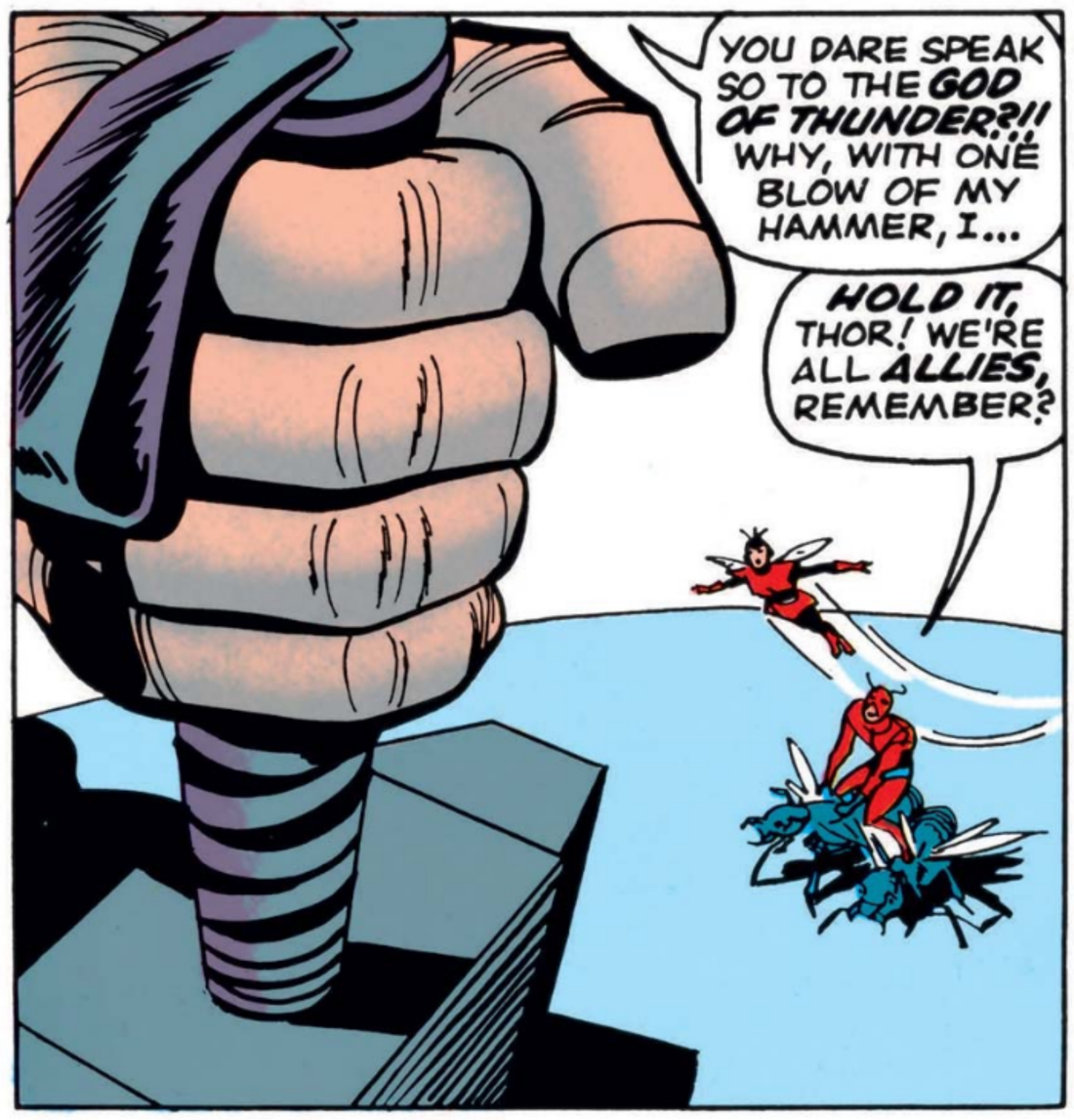
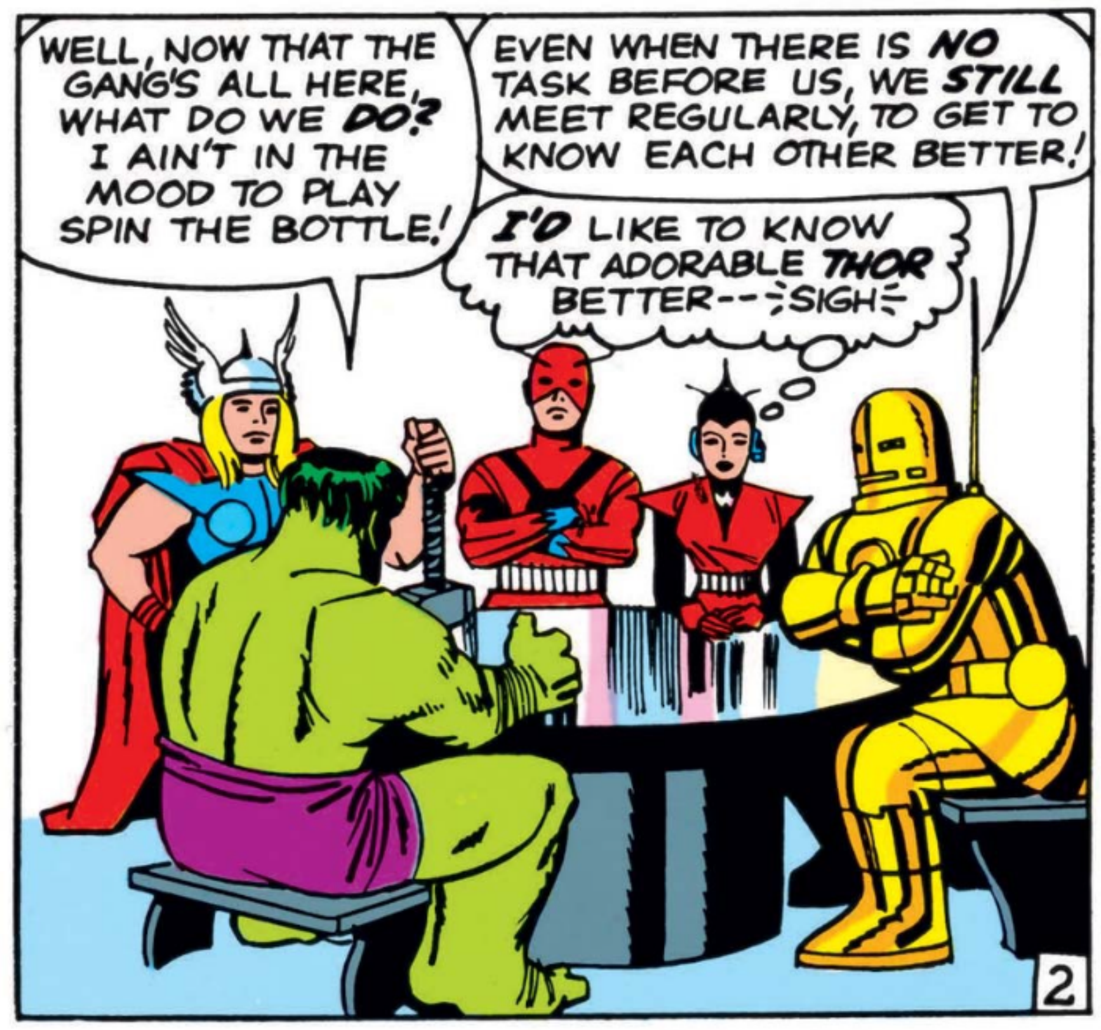
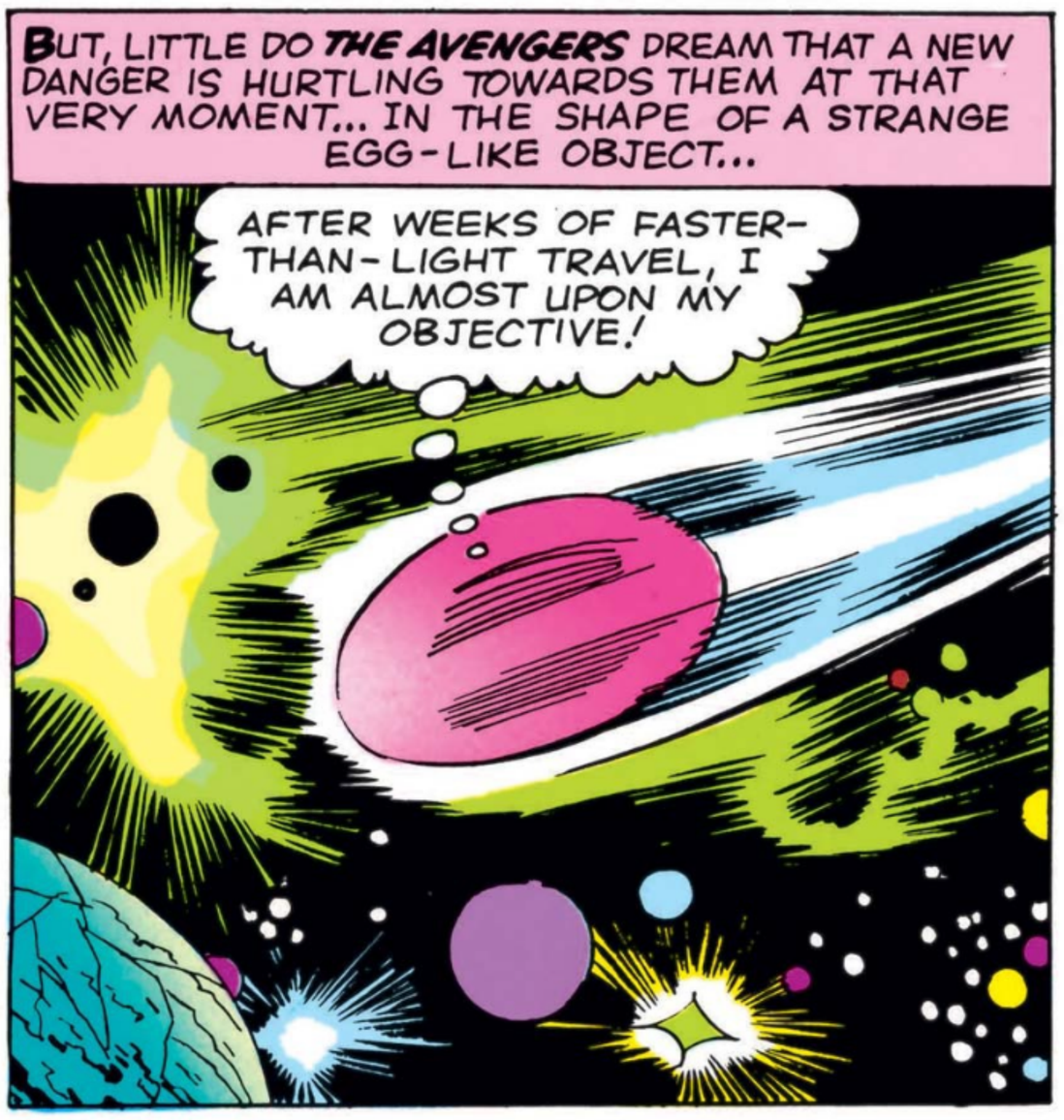

YOU DARE SPEAK SO TO THE GOD OF THUNDER?!! WHY, WITH ONE BLOW OF MY HAMMER, I...
HOLD IT, THOR! WE'RE ALL ALLIES, REMEMBER?

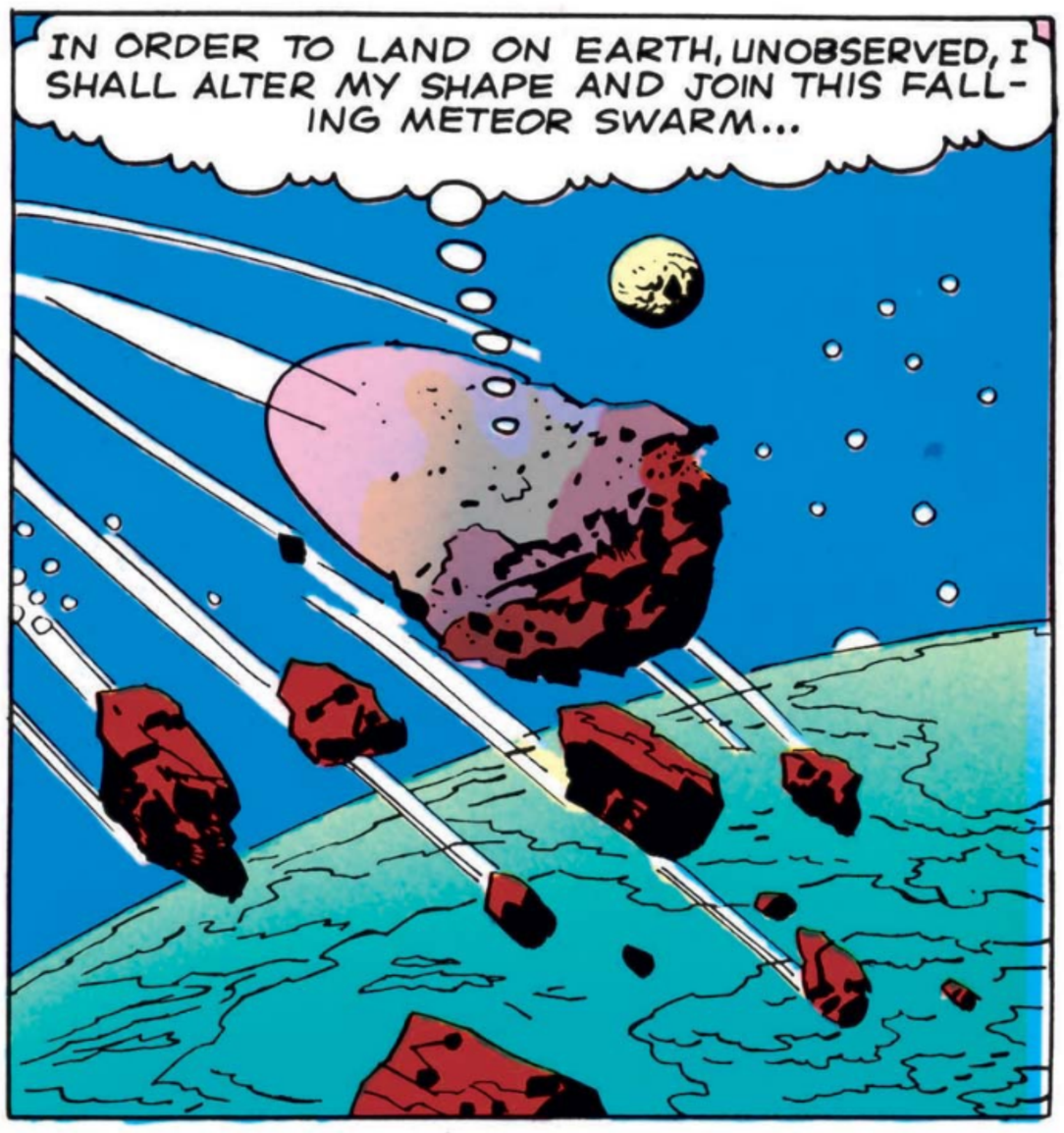
WHO SPOKE?
WE'RE TOO SMALL! HE CAN'T SEE US! TAKE A GROWTH PILL, LITTLE PARTNER!
HENRY PYM! COULDN'T YOU HAVE MADE THESE SILLY THINGS TASTE BETTER WHILE YOU WERE INVENTING THEM?!

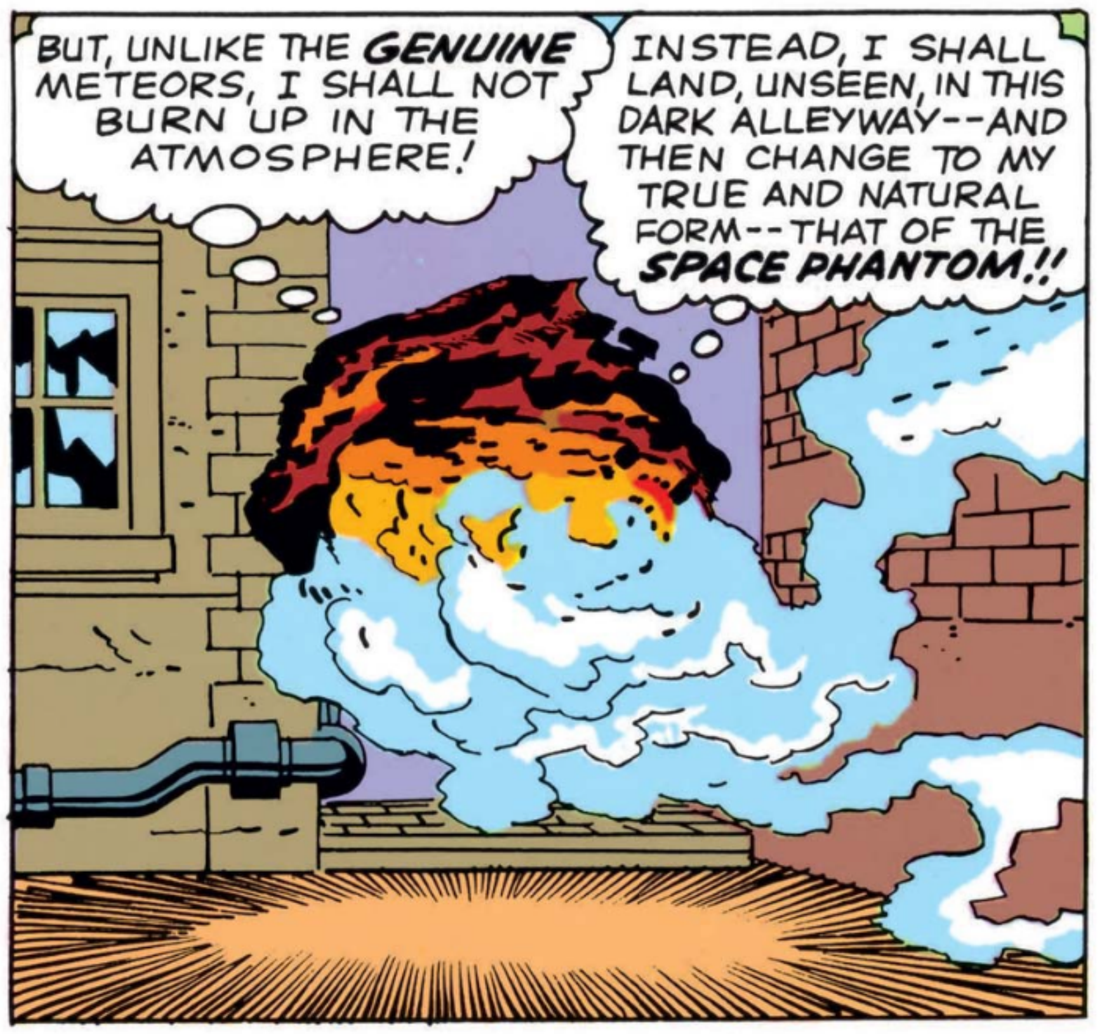
ANT-MAN AND THE WASP! WHERE DID YOU COME FROM?
JUST IN TIME TO SAVE YOU FROM BEIN' PULVERIZED, LONG HAIR!
THE STORK BROUGHT US, HANDSOME!
BUT, HOW--?

WE'RE ON THE SAME TEAM, SO I CAN TELL YOU THIS MUCH...THE WASP AND YOURS TRULY CAN CHANGE SIZE INSTANTLY BY TAKING THESE VARIOUS LITTLE CAPSULES OF MY OWN DESIGN!
WE ARRIVED INSECT-SIZED, SO YOU DIDN'T SEE US!
TRULY A MIRACULOUS FEAT!

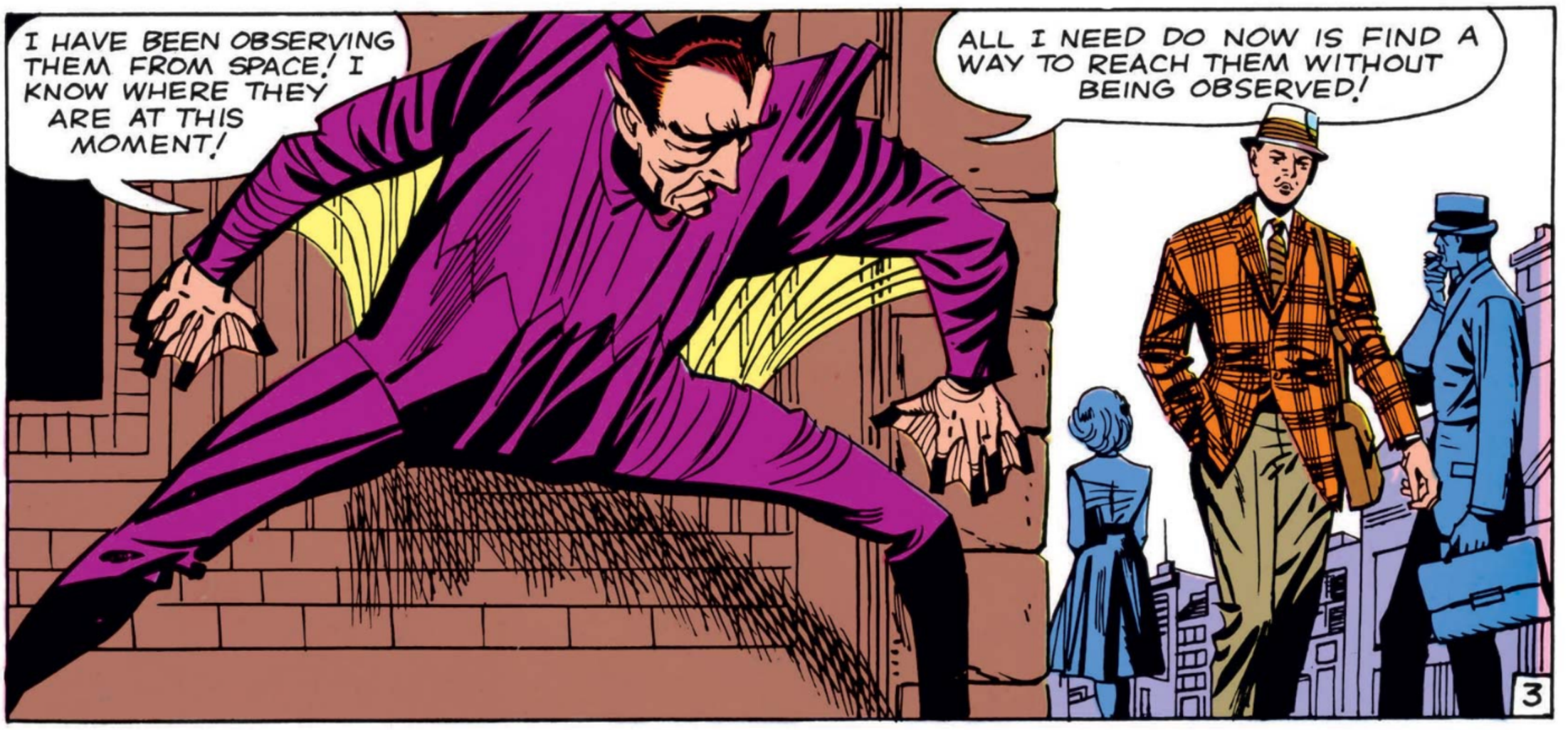

WELL, NOW THAT THE GANG'S ALL HERE, WHAT DO WE DO? I AIN'T IN THE MOOD TO PLAY SPIN THE BOTTLE!
EVEN WHEN THERE IS NO TASK BEFORE US, WE STILL MEET REGULARLY, TO GET TO KNOW EACH OTHER BETTER!
I'D LIKE TO KNOW THAT ADORABLE THOR BETTER--SIGH

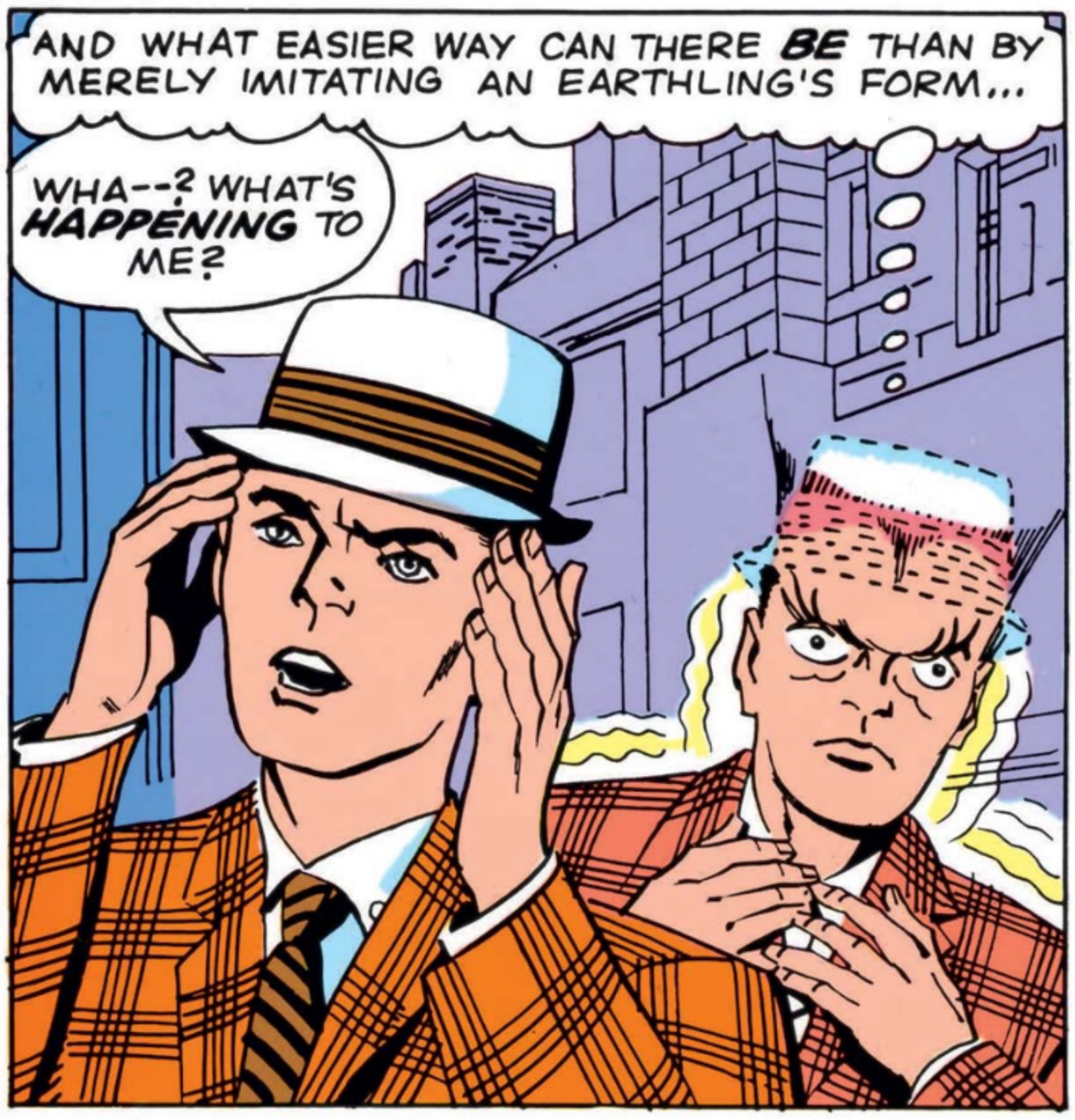

BUT, LITTLE DO THE AVENGERS DREAM THAT A NEW DANGER IS HURTLING TOWARDS THEM AT THAT VERY MOMENT... IN THE SHAPE OF A STRANGE EGG-LIKE OBJECT...
AFTER WEEKS OF FASTER-THAN-LIGHT TRAVEL, I AM ALMOST UPON MY OBJECTIVE!


IN ORDER TO LAND ON EARTH, UNOBSERVED, I SHALL ALTER MY SHAPE AND JOIN THIS FALLING METEOR SWARM...

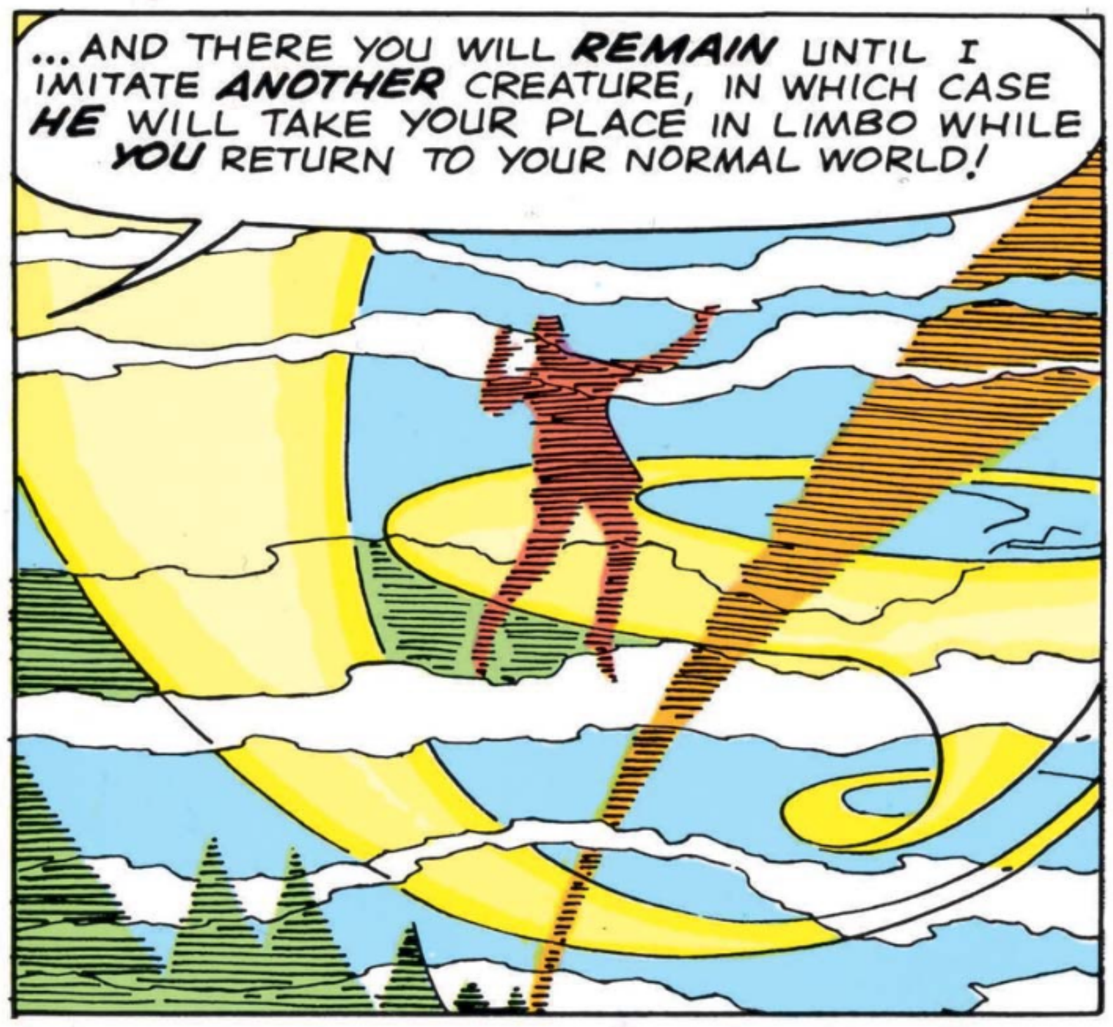

BUT, UNLIKE THE GENUINE METEORS, I SHALL NOT BURN UP IN THE ATMOSPHERE!
INSTEAD, I SHALL LAND, UNSEEN, IN THIS DARK ALLEYWAY--AND THEN CHANGE TO MY TRUE AND NATURAL FORM--THAT OF THE SPACE PHANTOM!!

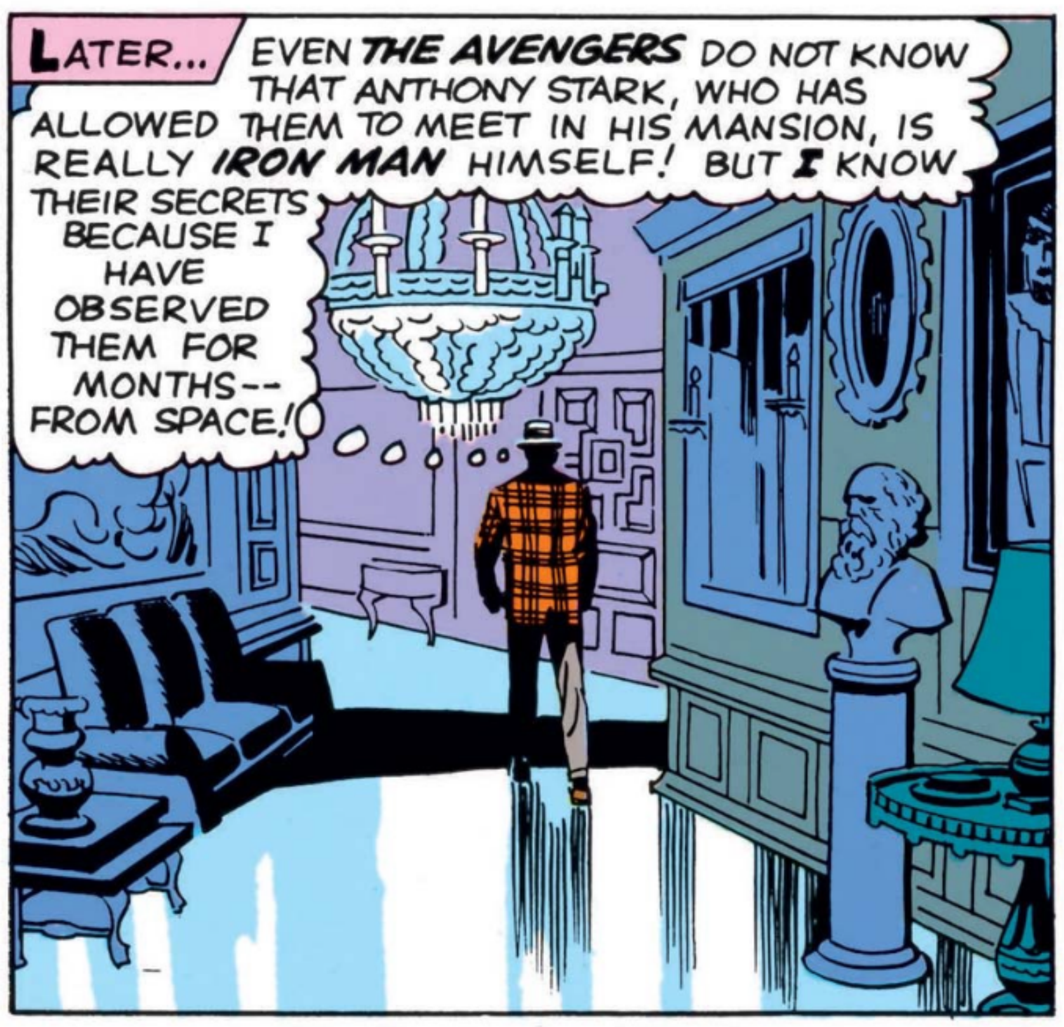
IT IS DONE! PHASE ONE IS COMPLETE! NOW TO FIND THE AVENGERS AND BEGIN PHASE TWO!
FOR THEY WILL BE THE REAL TEST! IF I CAN DESTROY THE AVENGERS SINGLE-HANDED, THEN NO POWER ON EARTH CAN STOP THE TOTAL INVASION BY MY PEOPLE!

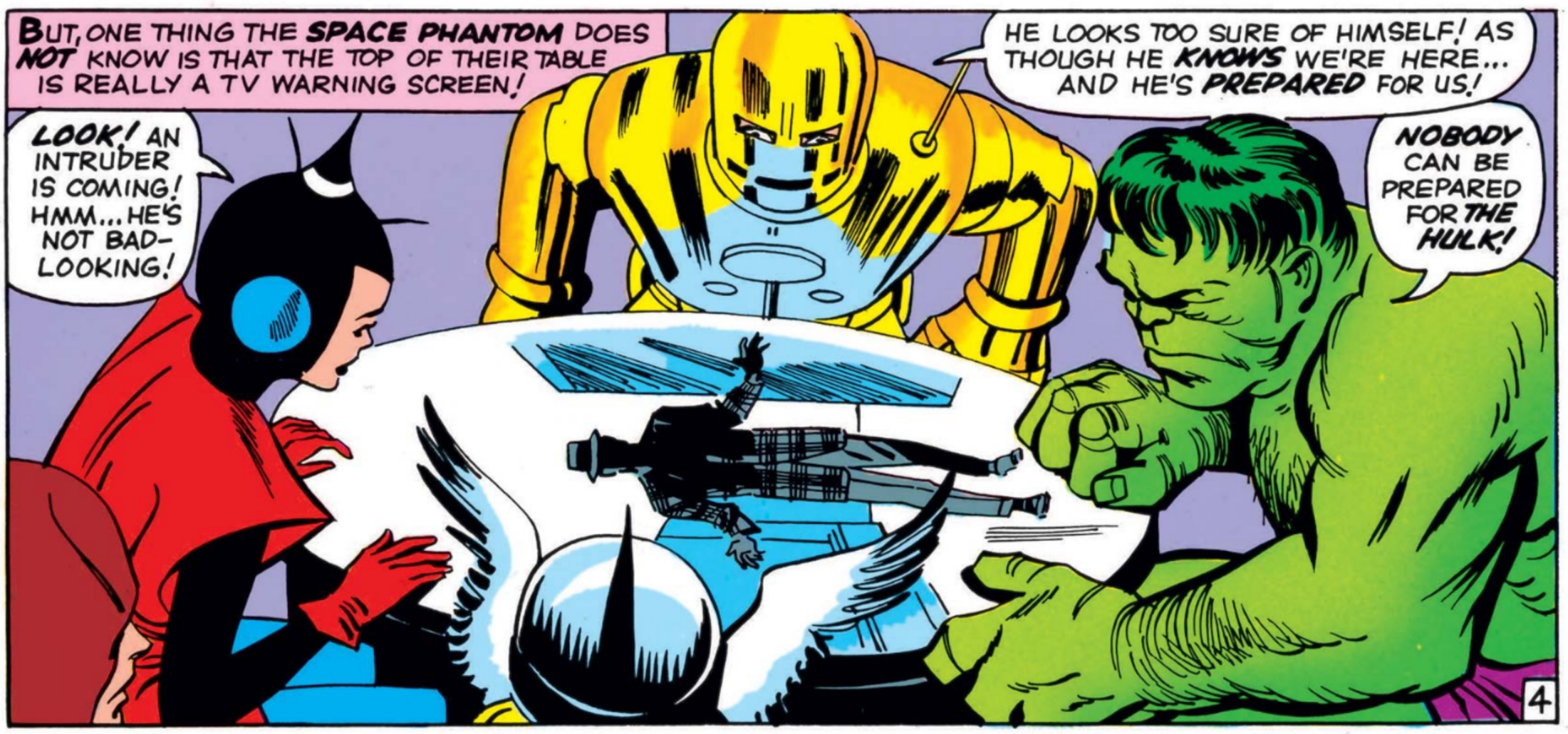

I HAVE BEEN OBSERVING THEM FROM SPACE! I KNOW WHERE THEY ARE AT THIS MOMENT!
ALL I NEED DO NOW IS FIND A WAY TO REACH THEM WITHOUT BEING OBSERVED!

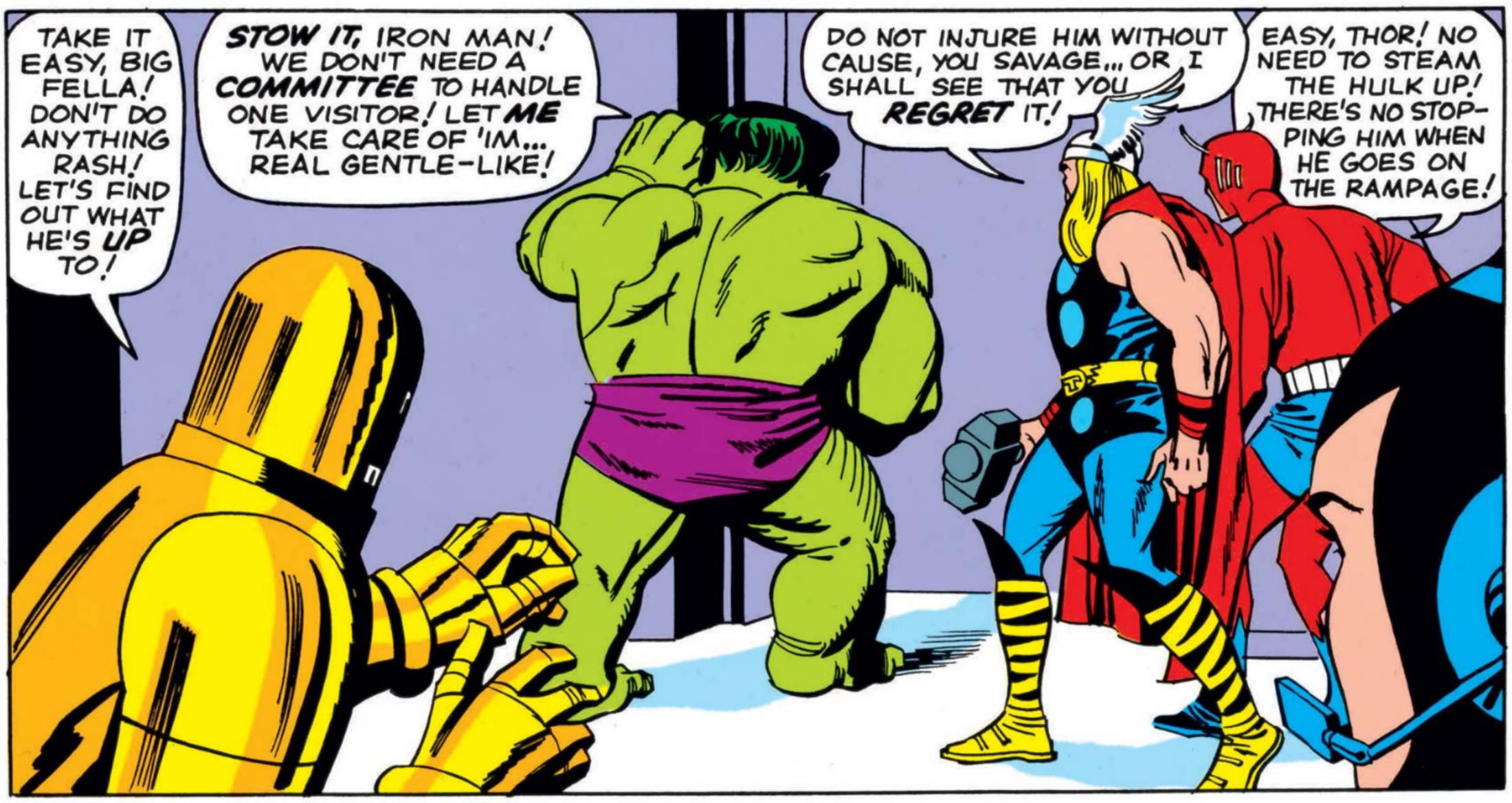

AND WHAT EASIER WAY CAN THERE BE THAN BY MERELY IMITATING AN EARTHLING'S FORM...
WHA--? WHAT'S HAPPENING TO ME?

THERE! NOW, SINCE TWO IDENTICAL BODIES CANNOT CO-EXIST, YOU MUST BE BANISHED TO LIMBO, THE SILENT WORLD BETWEEN SHADOW AND SUBSTANCE!


...AND THERE YOU WILL REMAIN UNTIL I IMITATE ANOTHER CREATURE, IN WHICH CASE HE WILL TAKE YOUR PLACE IN LIMBO WHILE YOU RETURN TO YOUR NORMAL WORLD!

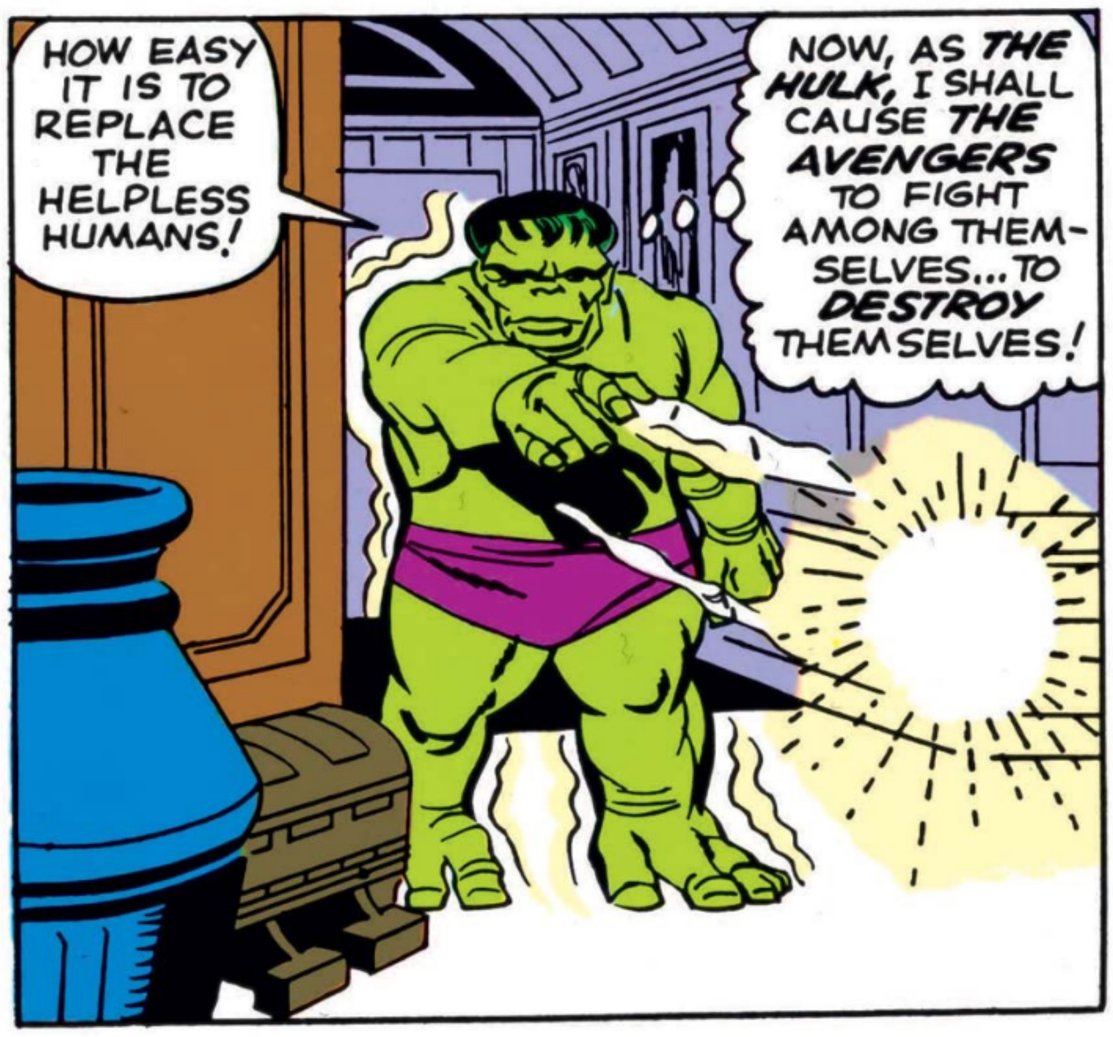

LATER...
EVEN THE AVENGERS DO NOT KNOW THAT ANTHONY STARK, WHO HAS ALLOWED THEM TO MEET IN HIS MANSION, IS REALLY IRON MAN HIMSELF! BUT I KNOW THEIR SECRETS BECAUSE I HAVE OBSERVED THEM FOR MONTHS--FROM SPACE!

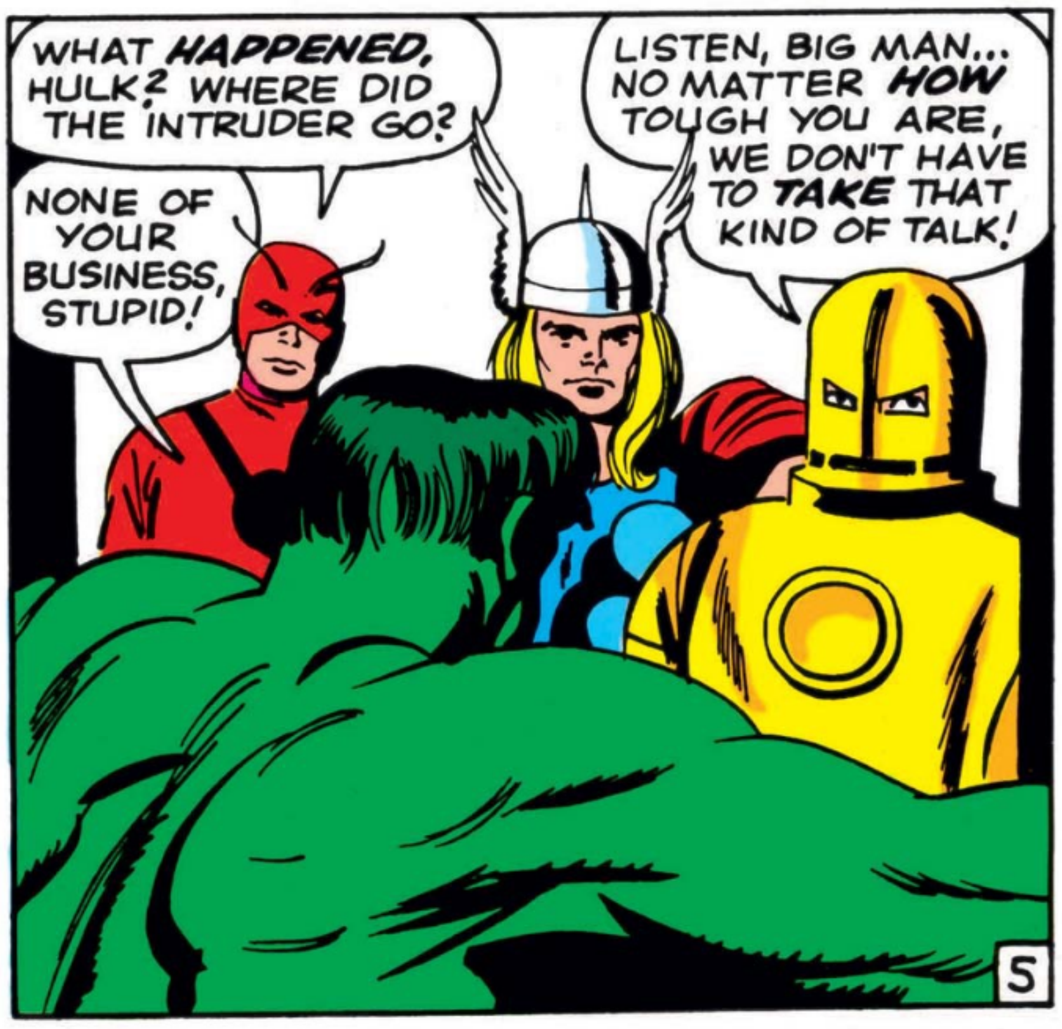

BUT, ONE THING THE SPACE PHANTOM DOES NOT KNOW IS THAT THE TOP OF THEIR TABLE IS REALLY A TV WARNING SCREEN!
LOOK! AN INTRUDER IS COMING! HMM... HE'S NOT BAD-LOOKING!
HE LOOKS TOO SURE OF HIMSELF! AS THOUGH HE KNOWS WE'RE HERE... AND HE'S PREPARED FOR US!
NOBODY CAN BE PREPARED FOR THE HULK!


TAKE IT EASY, BIG FELLA! DON'T DO ANYTHING RASH! LET'S FIND OUT WHAT HE'S UP TO!
STOW IT, IRON MAN! WE DON'T NEED A COMMITTEE TO HANDLE ONE VISITOR! LET ME TAKE CARE OF 'IM... REAL GENTLE-LIKE!
DO NOT INJURE HIM WITHOUT CAUSE, YOU SAVAGE... OR I SHALL SEE THAT YOU REGRET IT!
EASY, THOR! NO NEED TO STEAM THE HULK UP! THERE'S NO STOPPING HIM WHEN HE GOES ON THE RAMPAGE!

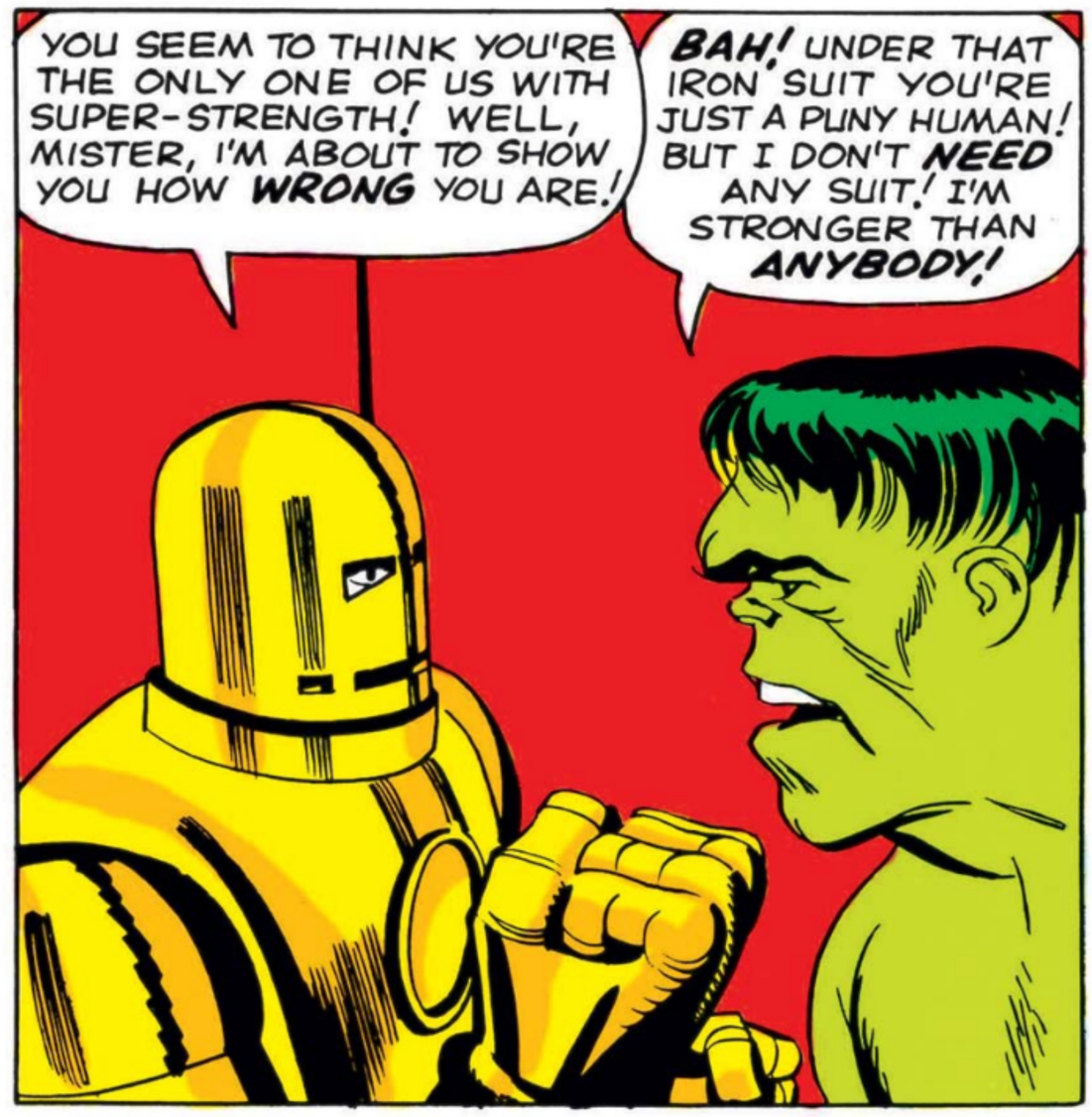
THE HULK!!
SO! YOU KNOW ME!

WHAT'S HAPPENING TO ME?? WHA--??
YOU ARE GOING TO LIMBO... WHILE THE SPACE PHANTOM TAKES YOUR IDENTITY!

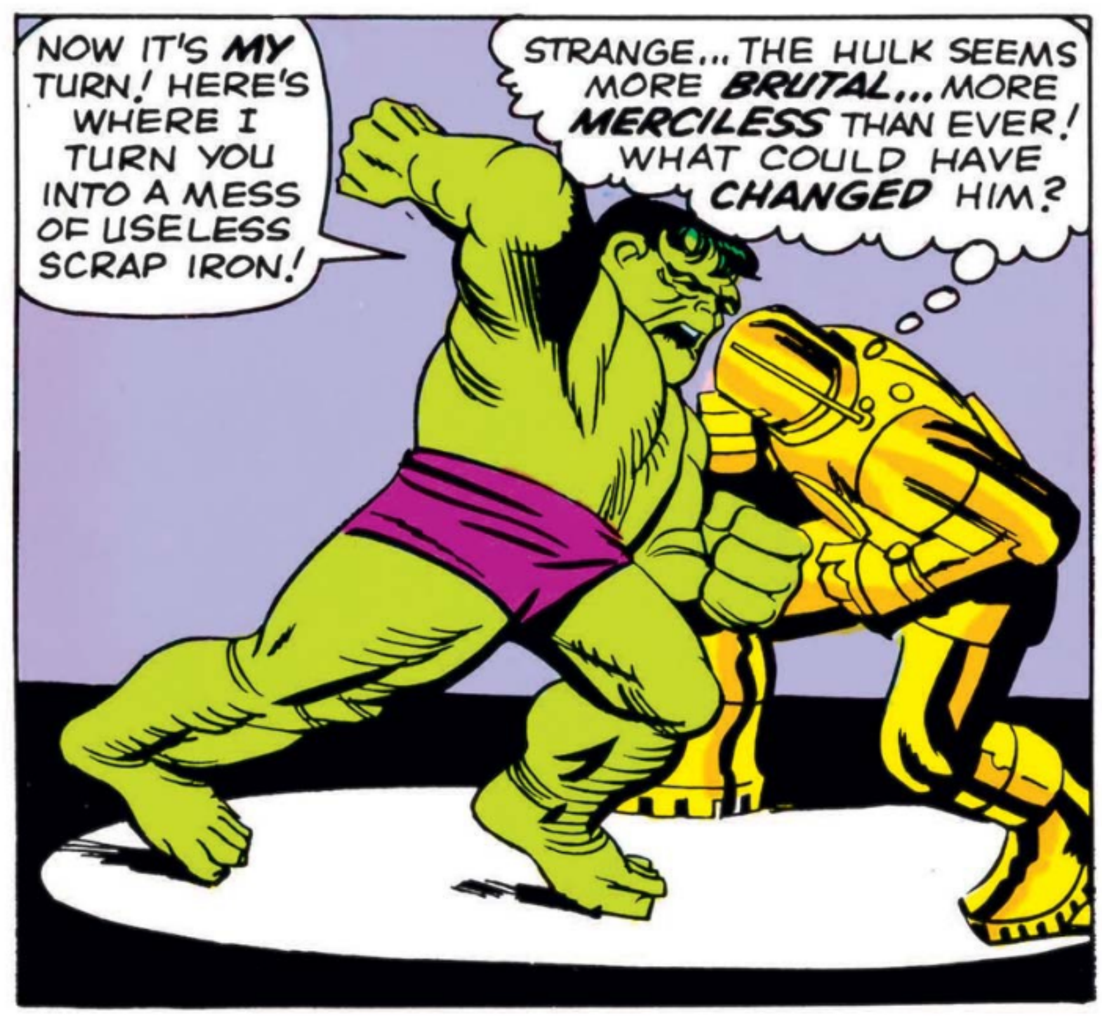

HOW EASY IT IS TO REPLACE THE HELPLESS HUMANS!
NOW, AS THE HULK, I SHALL CAUSE THE AVENGERS TO FIGHT AMONG THEMSELVES... TO DESTROY THEMSELVES!

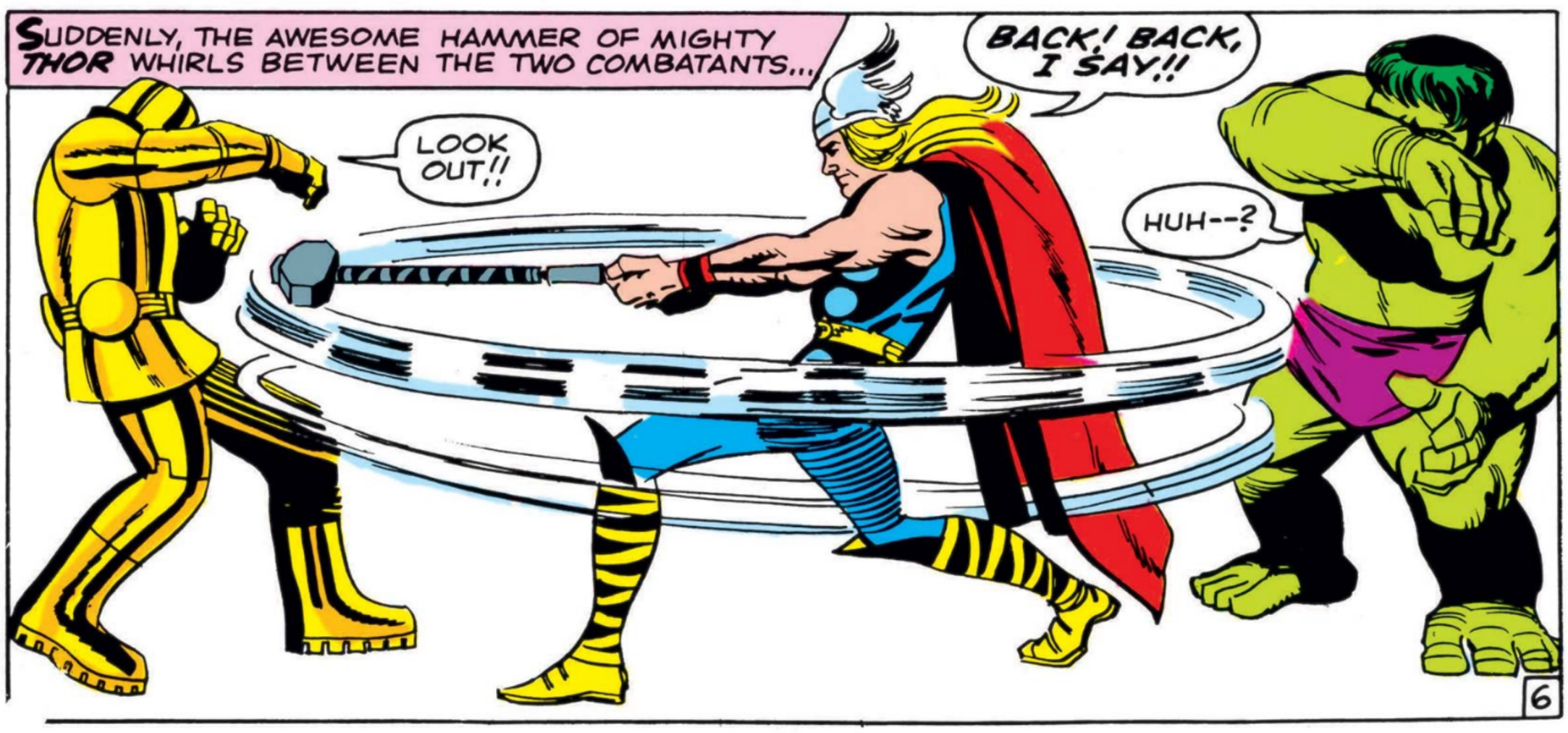

WHAT HAPPENED, HULK? WHERE DID THE INTRUDER GO?
NONE OF YOUR BUSINESS, STUPID!
LISTEN, BIG MAN... NO MATTER HOW TOUGH YOU ARE, WE DON'T HAVE TO TAKE THAT KIND OF TALK!

GET OUT OF MY WAY, YOU RUST-POT, BEFORE I PEEL THAT ARMOR OFF YOU LIKE A TIN CAN!
HULK! YOU HAVE GONE TOO FAR!
EASY, THOR! I'LL HANDLE HIM!


YOU SEEM TO THINK YOU'RE THE ONLY ONE OF US WITH SUPER-STRENGTH! WELL, MISTER, I'M ABOUT TO SHOW YOU HOW WRONG YOU ARE!
BAH! UNDER THAT IRON SUIT YOU'RE JUST A PUNY HUMAN! BUT I DON'T NEED ANY SUIT! I'M STRONGER THAN ANYBODY!

LET'S SEE WHAT GOOD YOUR STRENGTH DOES AGAINST MY TRANSISTOR-POWERED BULLDOZER PUNCH!
TOO SLOW, IRON MAN! YOU GOTTA HIT ME BEFORE YOU CAN HURT ME!

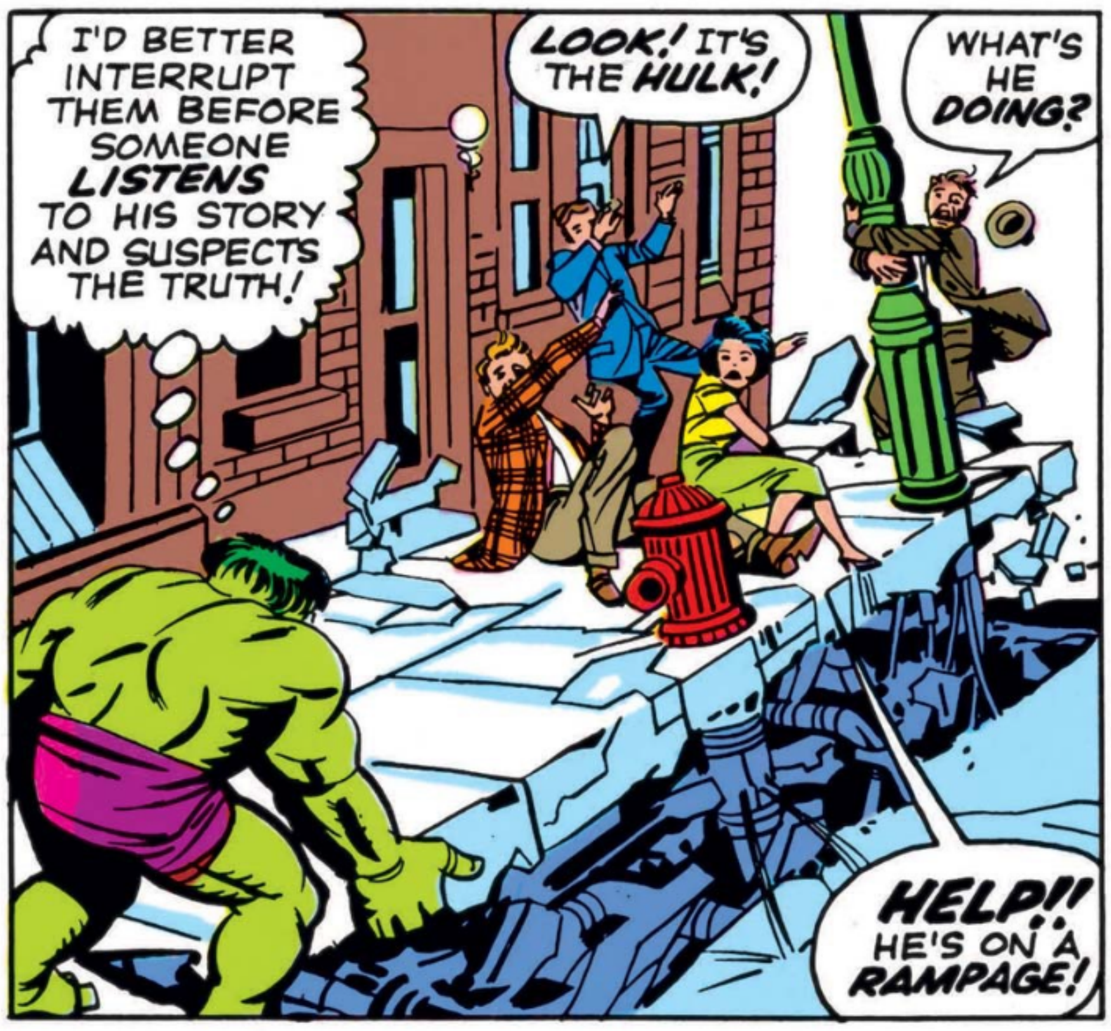

NOW IT'S MY TURN! HERE'S WHERE I TURN YOU INTO A MESS OF USELESS SCRAP IRON!
STRANGE... THE HULK SEEMS MORE BRUTAL... MORE MERCILESS THAN EVER! WHAT COULD HAVE CHANGED HIM?


SUDDENLY, THE AWESOME HAMMER OF MIGHTY THOR WHIRLS BETWEEN THE TWO COMBATANTS...
LOOK OUT!!
BACK! BACK, I SAY!!
HUH--?

LISTEN, LONG HAIR... WHAT GIVES YOU THE RIGHT TO BUTT IN THAT WAY??
MY IRRESISTIBLE URU HAMMER, FOR ONE THING!
YOU MAY BE ABLE TO STOP IRON MAN, BUT NOT ME!

I'M WALKIN' OUT... AND NOBODY'S STOPPING ME!
SO FAR, SO GOOD! I'LL GIVE THEM MORE TIME TO GET ON EACH OTHER'S NERVES, AND THEN I'LL RETURN TO FINISH THE JOB! USING THE HULK'S IDENTITY, I'LL SOON BREAK UP THE AVENGERS... FOREVER!

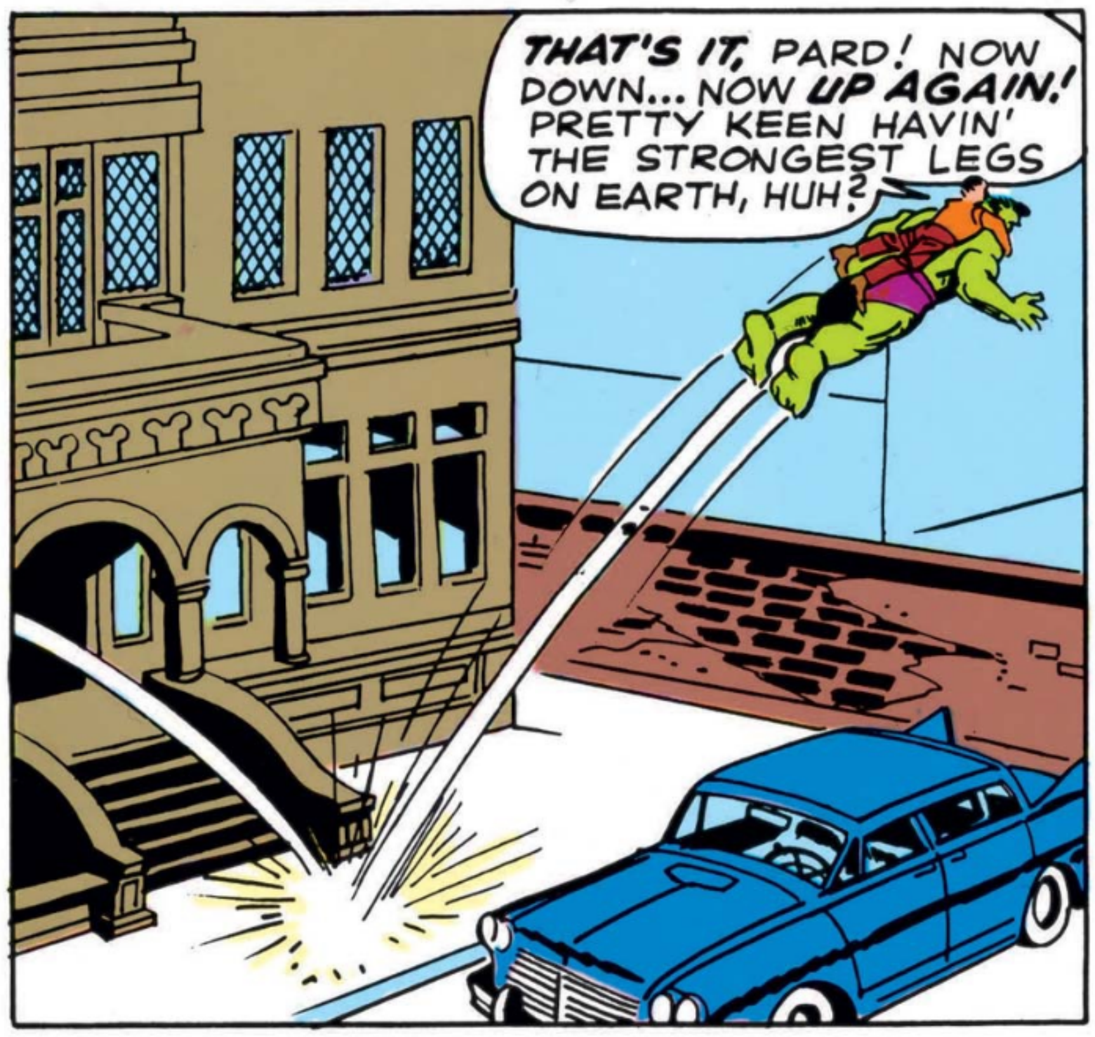
I MIGHT AS WELL LEARN ALL I CAN ABOUT THE UNSUSPECTING HUMANS, IF THEY ARE SOON TO BE MY SUBJECTS!
AH, THERE IS THE ONE WHOSE IDENTITY I FIRST TOOK!
HE RETURNED FROM LIMBO AT THE SPLIT-SECOND THAT THE HULK TOOK HIS PLACE!
IT'S CRAZY, I TELL YA! ONE MINUTE I WAS WALKING DOWN THE STREET, AND THEN...
LOOK, IF YOU'VE GOT A PROBLEM, GO TELL A COP! WE'RE BUSY!
HONESTLY! THE KOOKS WHO RUN AROUND LOOSE THESE DAYS!!


I'D BETTER INTERRUPT THEM BEFORE SOMEONE LISTENS TO HIS STORY AND SUSPECTS THE TRUTH!
LOOK! IT'S THE HULK!
WHAT'S HE DOING?
HELP!! HE'S ON A RAMPAGE!

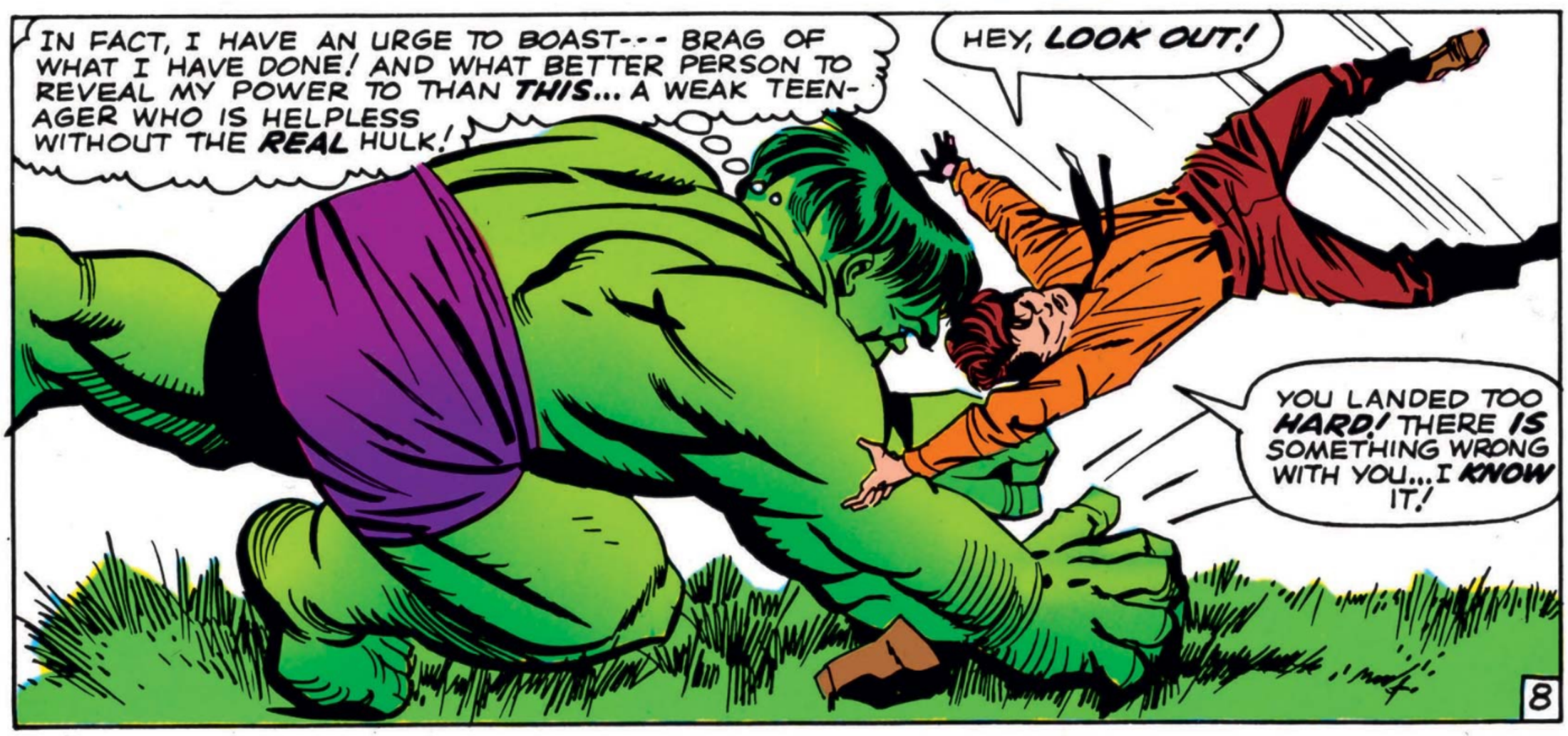
BUT SUDDENLY, A SOLEMN TEEN-AGER FEARLESSLY APPROACHES THE LUMBERING BEHEMOTH...
I'VE BEEN WAITING FOR YOU! YOU'RE STARTING TO LOSE CONTROL! I'D BETTER TAKE YOU BACK TO YOUR SECRET LAB, HULK!
THIS HUMAN KNOWS THE HULK! I MUST BE CAREFUL... HE MUST NOT SUSPECT I AM REALLY THE SPACE PHANTOM!

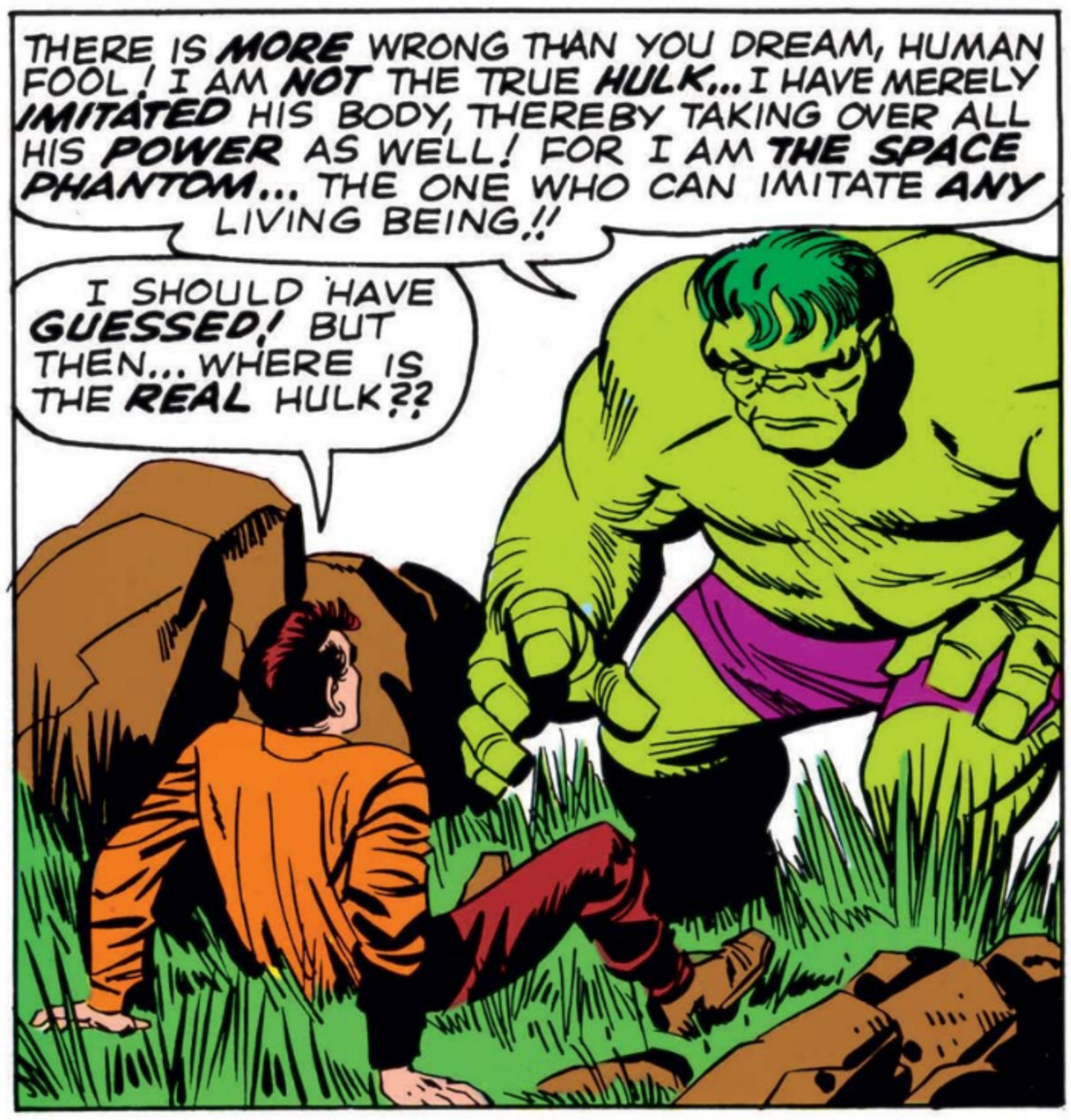
WHAT ARE YOU LOOKIN' AT ME THAT WAY FOR? I'M ON YOUR SIDE, HULK! I'M RICK JONES, THE GUY WHOSE LIFE YOU ONCE SAVED... THE GUY WHO LOOKS AFTER YOU, TO MAKE SURE YOU'RE ABLE TO TURN BACK TO DOCTOR BRUCE BANNER WHEN YOU WANT TO!
SO! THE HULK HAS ANOTHER IDENTITY!

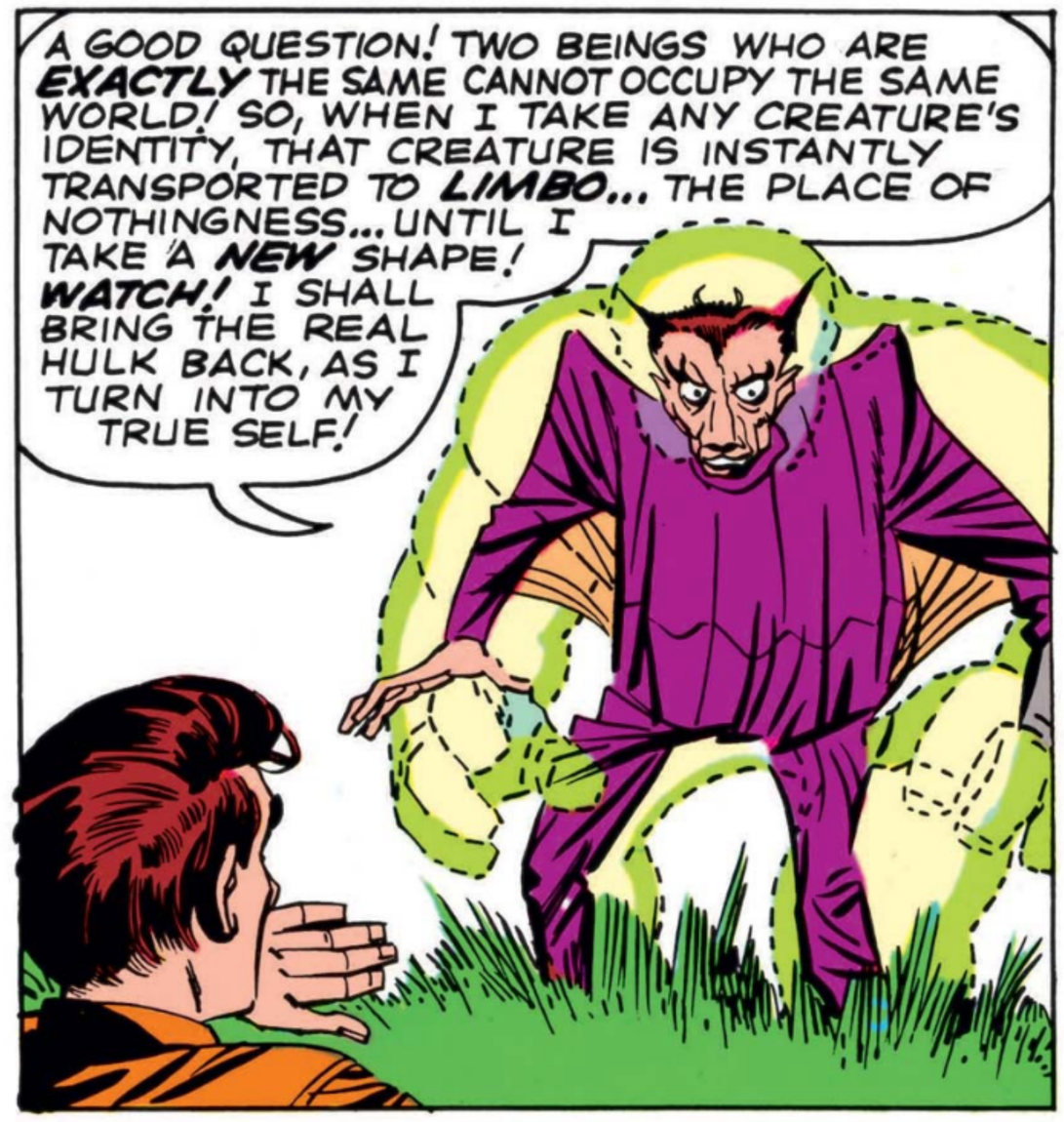
NOW BEND DOWN SO I CAN CLIMB ON YOUR BACK! THAT'S IT! OKAY NOW, TAKE OFF! COME ON... JUMP! BEFORE THE POLICE GET HERE!
JUMP!? SO THAT IS HOW THE HULK SEEMS TO FLY!!
WELL, WHILE I OCCUPY A FACSIMILE OF HIS BODY, I CAN DO WHAT HE CAN!

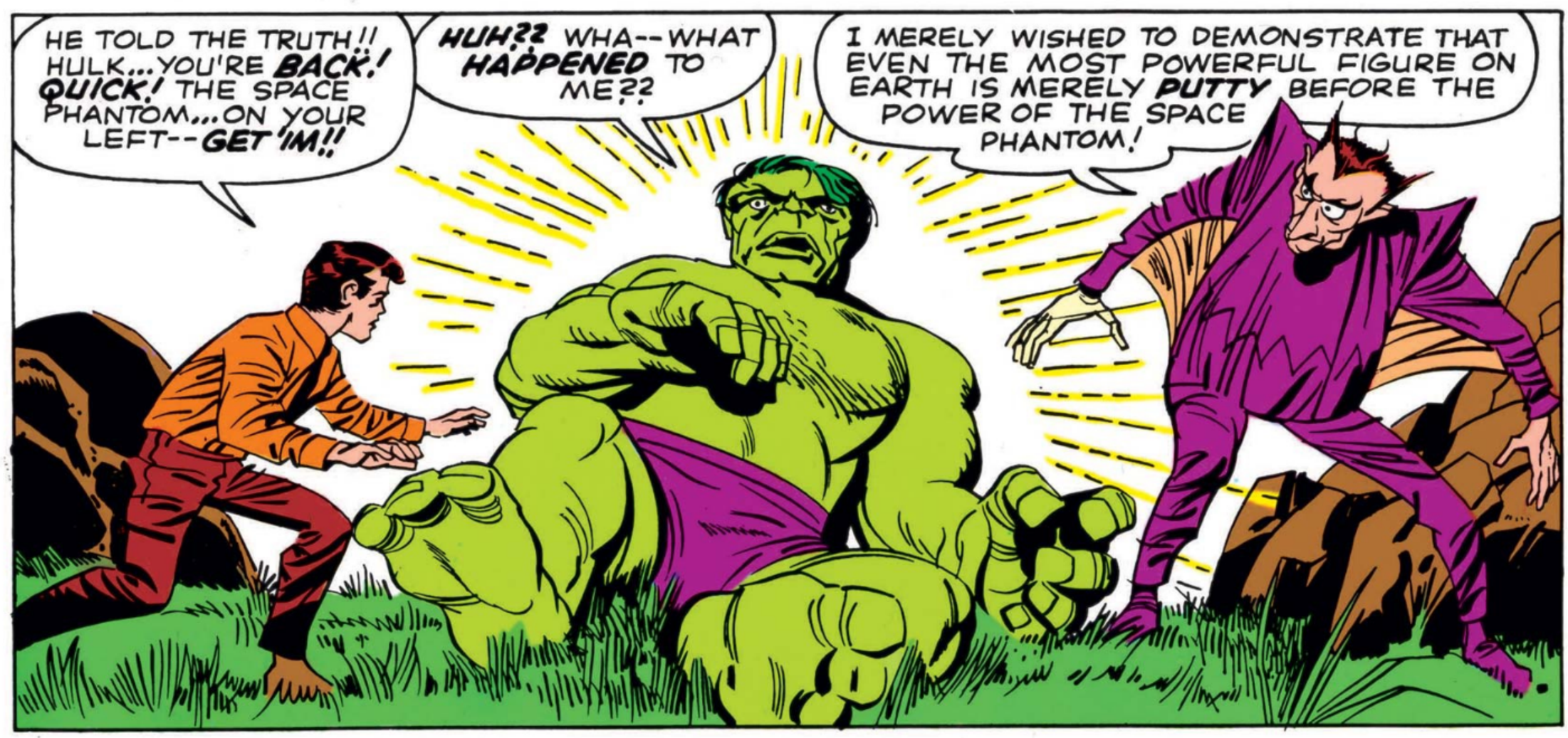

THAT'S IT, PARD! NOW DOWN... NOW UP AGAIN! PRETTY KEEN HAVIN' THE STRONGEST LEGS ON EARTH, HUH?

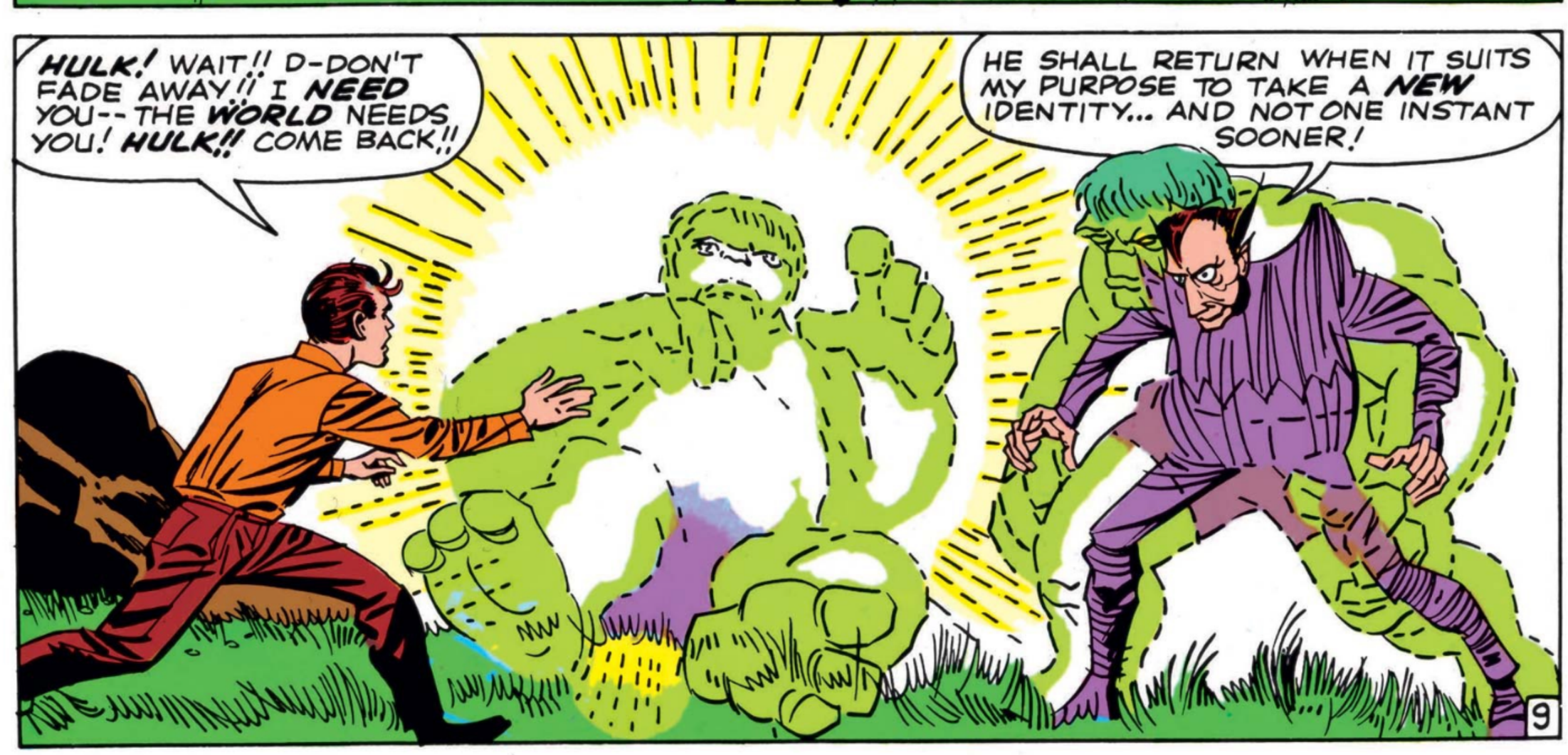
WAIT! YOU'RE GOIN' IN THE WRONG DIRECTION! I-I DON'T GET IT, HULK! WHAT'S GOING ON? YOU DON'T SEEM TO BE YOURSELF!
YOU DIDN'T RECOGNIZE ME AT FIRST... AND NOW, YOU'RE JUST LEAPING AT RANDOM!
HE SUSPECTS! BUT HE CAN DO ME NO HARM!


IN FACT, I HAVE AN URGE TO BOAST--- BRAG OF WHAT I HAVE DONE! AND WHAT BETTER PERSON TO REVEAL MY POWER TO THAN THIS... A WEAK TEENAGER WHO IS HELPLESS WITHOUT THE REAL HULK!
HEY, LOOK OUT!
YOU LANDED TOO HARD! THERE IS SOMETHING WRONG WITH YOU... I KNOW IT!


THERE IS MORE WRONG THAN YOU DREAM, HUMAN FOOL! I AM NOT THE TRUE HULK... I HAVE MERELY IMITATED HIS BODY, THEREBY TAKING OVER ALL HIS POWER AS WELL! FOR I AM THE SPACE PHANTOM... THE ONE WHO CAN IMITATE ANY LIVING BEING!!
I SHOULD HAVE GUESSED! BUT THEN... WHERE IS THE REAL HULK??


A GOOD QUESTION! TWO BEINGS WHO ARE EXACTLY THE SAME CANNOT OCCUPY THE SAME WORLD! SO, WHEN I TAKE ANY CREATURE'S IDENTITY, THAT CREATURE IS INSTANTLY TRANSPORTED TO LIMBO... THE PLACE OF NOTHINGNESS... UNTIL I TAKE A NEW SHAPE! WATCH! I SHALL BRING THE REAL HULK BACK, AS I TURN INTO MY TRUE SELF!


HE TOLD THE TRUTH!! HULK... YOU'RE BACK! QUICK! THE SPACE PHANTOM... ON YOUR LEFT-- GET 'IM!!
HUH?? WHA--WHAT HAPPENED TO ME??
I MERELY WISHED TO DEMONSTRATE THAT EVEN THE MOST POWERFUL FIGURE ON EARTH IS MERELY PUTTY BEFORE THE POWER OF THE SPACE PHANTOM!


HULK! WAIT!! D-DON'T FADE AWAY!! I NEED YOU-- THE WORLD NEEDS YOU! HULK!! COME BACK!!
HE SHALL RETURN WHEN IT SUITS MY PURPOSE TO TAKE A NEW IDENTITY... AND NOT ONE INSTANT SOONER!

NOW, IN THE POWERFUL IDENTITY OF THE HULK AGAIN, I SHALL RETURN TO THE AVENGERS AND FINISH MY TASK! ***THIS*** TIME I WILL FIND A WAY TO MAKE THEM ***DESTROY*** THEMSELVES... AND EARTH SHALL THEN BE ***MINE*** FOR THE TAKING!

AS FOR THE ***BOY,*** HE IS OF NO FURTHER CONCERN! THERE IS NOTHING ***HE*** CAN DO TO STOP ME!

HE'S LEAVING! WHAT DO I DO ***NOW?*** WHAT ***CAN*** I DO?

A SHORT DISTANCE AWAY, A MULTIPLE ANTI-MISSILE MISSILE GUN, INVENTED BY ANTHONY STARK, IS ABOUT TO UNDERGO ITS FINAL TEST...

I TELL YOU, BILL, THAT TONY STARK IS A ***GENIUS!*** HE DREAMS UP THESE WEAPONS ALMOST FASTER THAN WE CAN ***TEST*** 'EM!

YEAH! HARD TO FIGURE WHERE HE GETS TIME TO BE A ***PLAYBOY*** AS WELL!

HE OUGHT TO ***BE*** HERE ANY MINUTE! CAN'T START THE TEST ***WITHOUT*** HIM!

MAYBE HE'LL SEND ***IRON MAN*** INSTEAD! BOY, IMAGINE HAVING A GUY LIKE ***IRON MAN*** ON YOUR PAYROLL!!

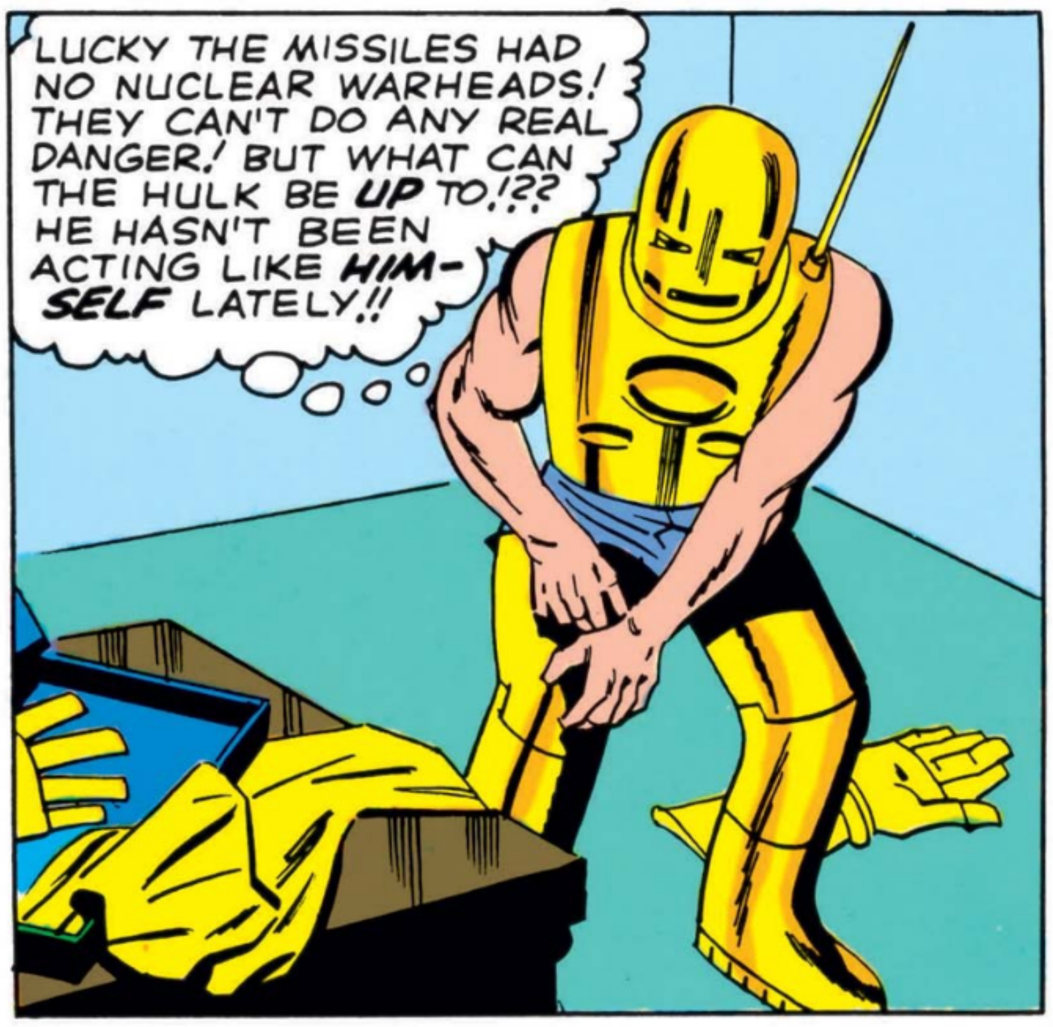
ON MY WAY TO ***THE AVENGERS,*** I MIGHT AS WELL DESTROY THIS WEAPON! IT WILL BE SOMETHING ***ELSE*** THE UNCOMPREHENDING ***HULK*** WILL BE BLAMED FOR!

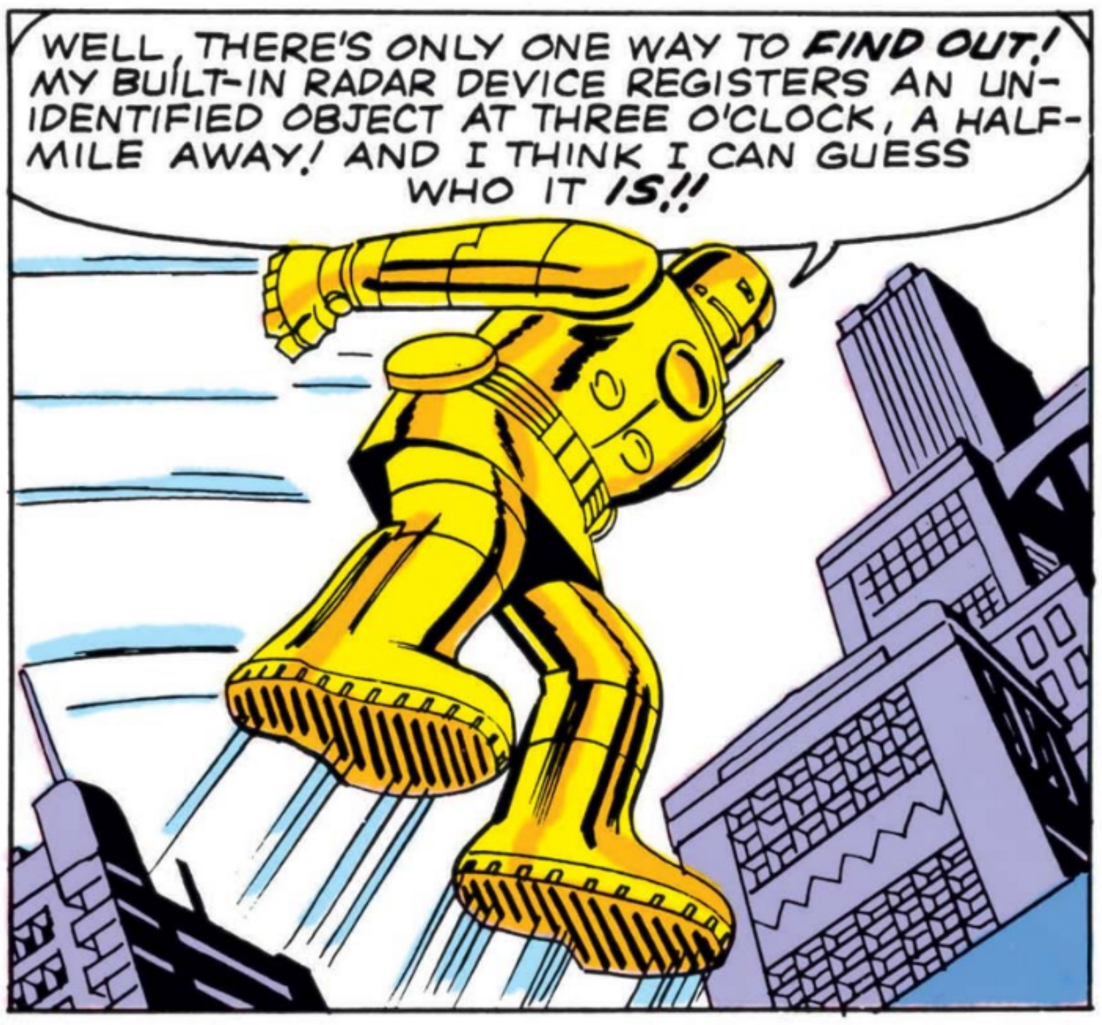
IT'S THE ***HULK!*** HE'S STEALING OUR MISSILE GUN!

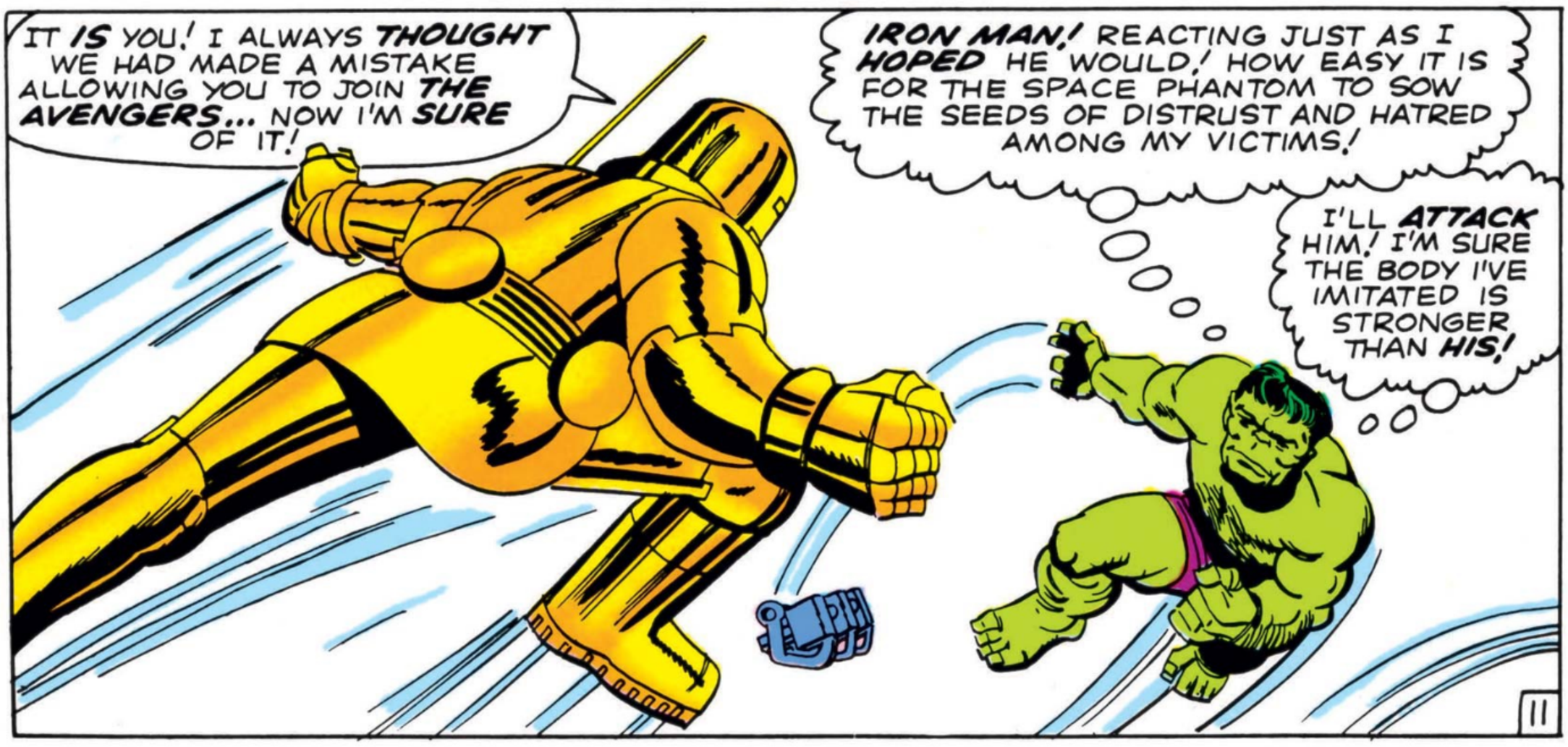
I MUST HAVE ACCIDENTALLY ***TRIGGERED*** THE DEVICE! ***GOOD!*** ANY DAMAGE I CAN DO TO THE HUMANS' WEAPONS WILL ULTIMATELY BENEFIT ***ME!***

MEANWHILE, IN A PRIVATE, LOCKED ROOM, ANTHONY STARK UNDERGOES A SECRET LIFE-GIVING TREATMENT...
I'D HATE TO THINK WHAT WOULD HAPPEN IF I EVER FAILED TO CHARGE MY TRANSISTOR-POWERED HEART ACTIVATOR!
WELL, THAT'S ENOUGH FOR TODAY!... THE PHONE! IT MUST BE URGENT, FOR THEM TO RING ME IN HERE!
RRRIIINGGGG

WHAT?? THE HULK STOLE MY MISSLE-GUN?!! BUT, THAT'S IMPOSS-- EH, HOLD EVERYTHING!!
I'LL SEND IRON MAN TO THE SITE IMMEDIATELY! HE'LL GET TO THE BOTTOM OF IT!
GOOD THING I GAVE MYSELF A COMPLETE CHARGE!

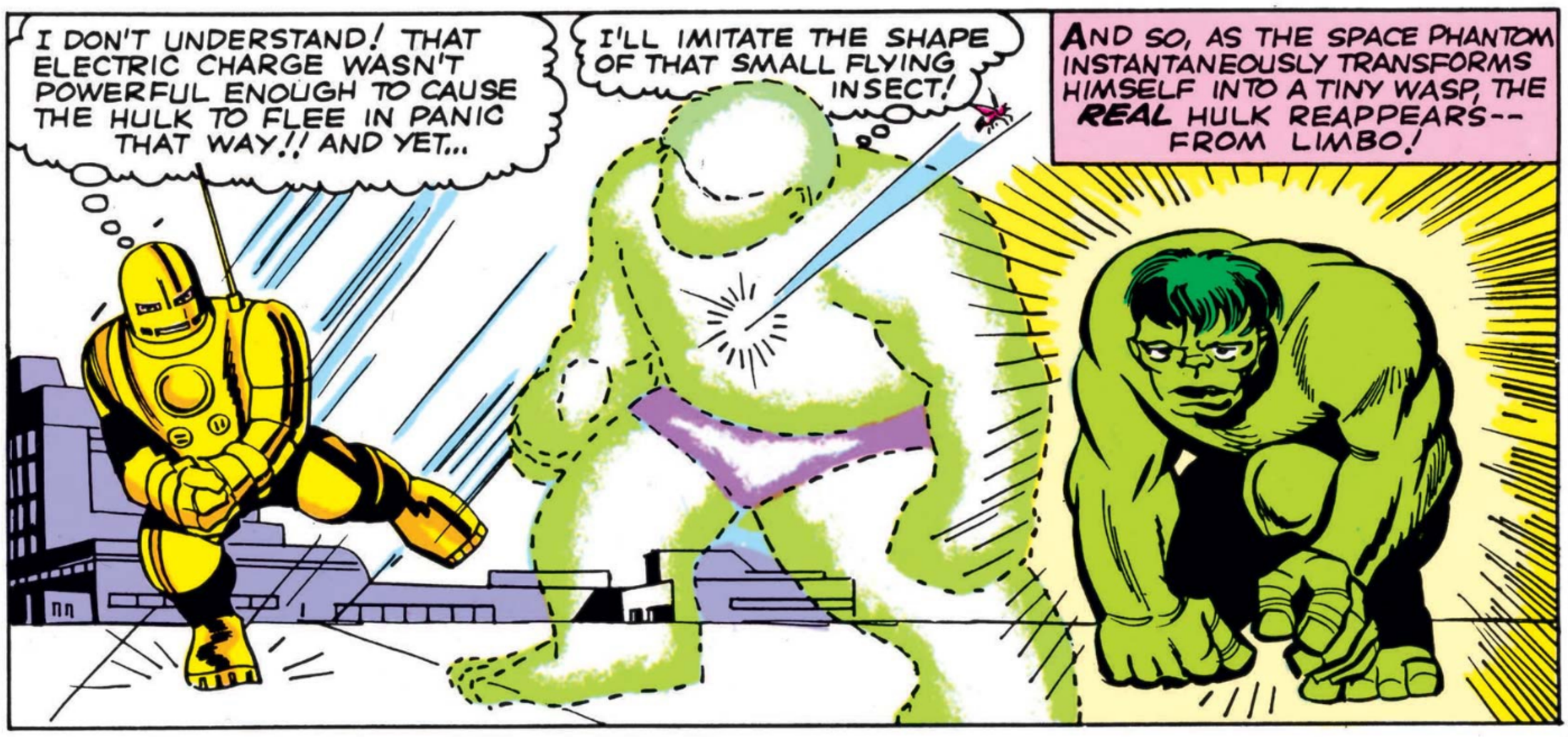

LUCKY THE MISSILES HAD NO NUCLEAR WARHEADS! THEY CAN'T DO ANY REAL DANGER! BUT WHAT CAN THE HULK BE UP TO!?? HE HASN'T BEEN ACTING LIKE HIMSELF LATELY!!

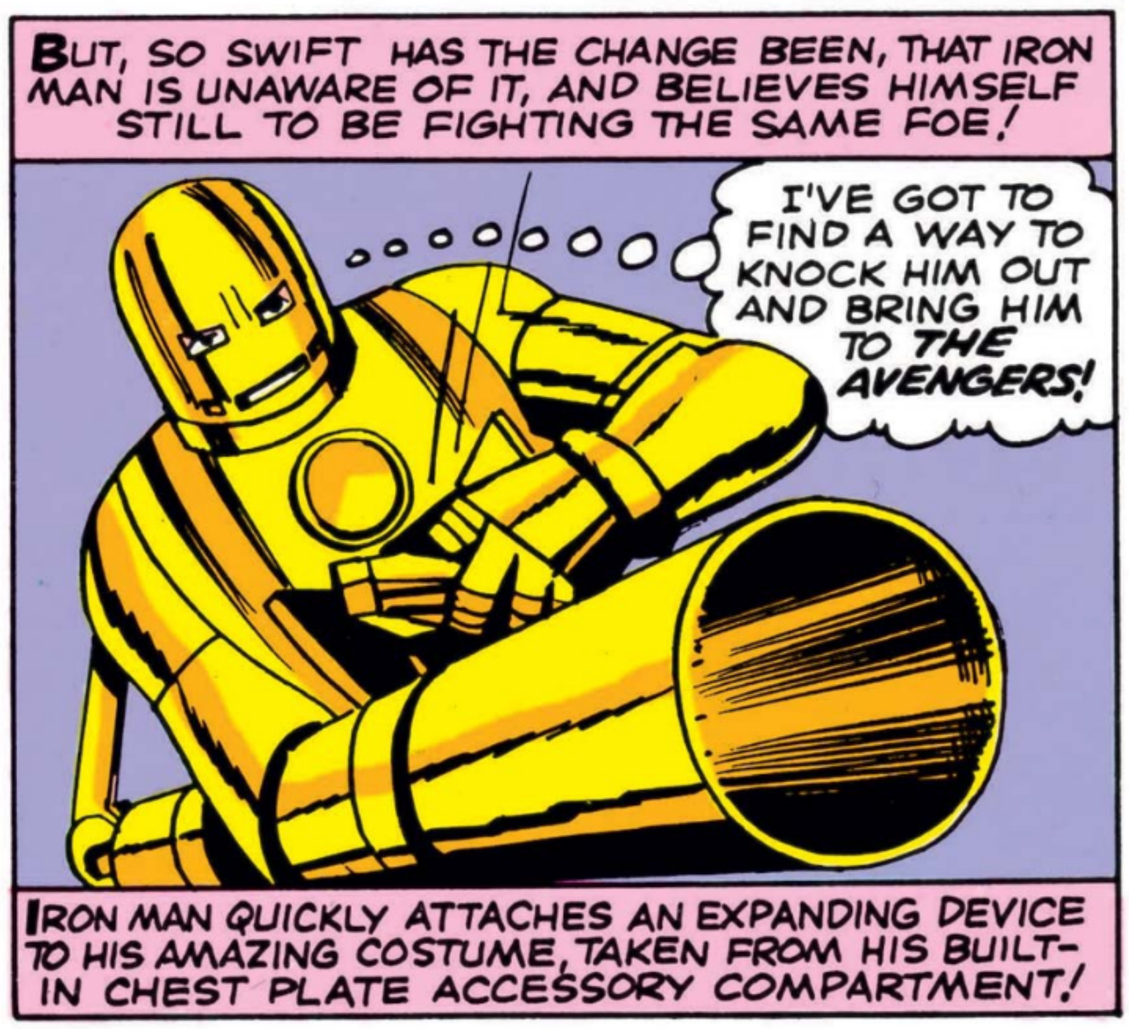

WELL, THERE'S ONLY ONE WAY TO FIND OUT! MY BUILT-IN RADAR DEVICE REGISTERS AN UNIDENTIFIED OBJECT AT THREE O'CLOCK, A HALF-MILE AWAY! AND I THINK I CAN GUESS WHO IT IS!!

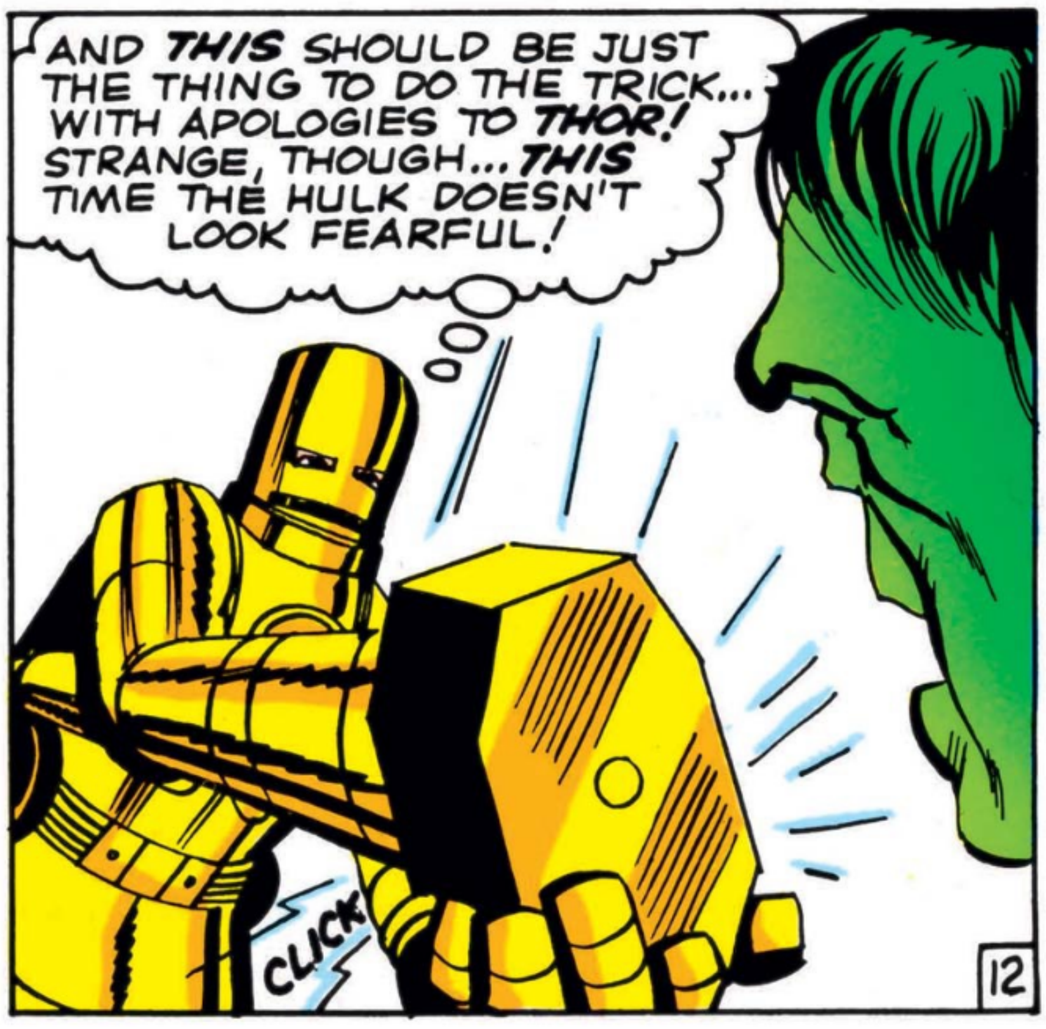

IT IS YOU! I ALWAYS THOUGHT WE HAD MADE A MISTAKE ALLOWING YOU TO JOIN THE AVENGERS... NOW I'M SURE OF IT!
IRON MAN! REACTING JUST AS I HOPED HE WOULD! HOW EASY IT IS FOR THE SPACE PHANTOM TO SOW THE SEEDS OF DISTRUST AND HATRED AMONG MY VICTIMS!
I'LL ATTACK HIM! I'M SURE THE BODY I'VE IMITATED IS STRONGER THAN HIS!

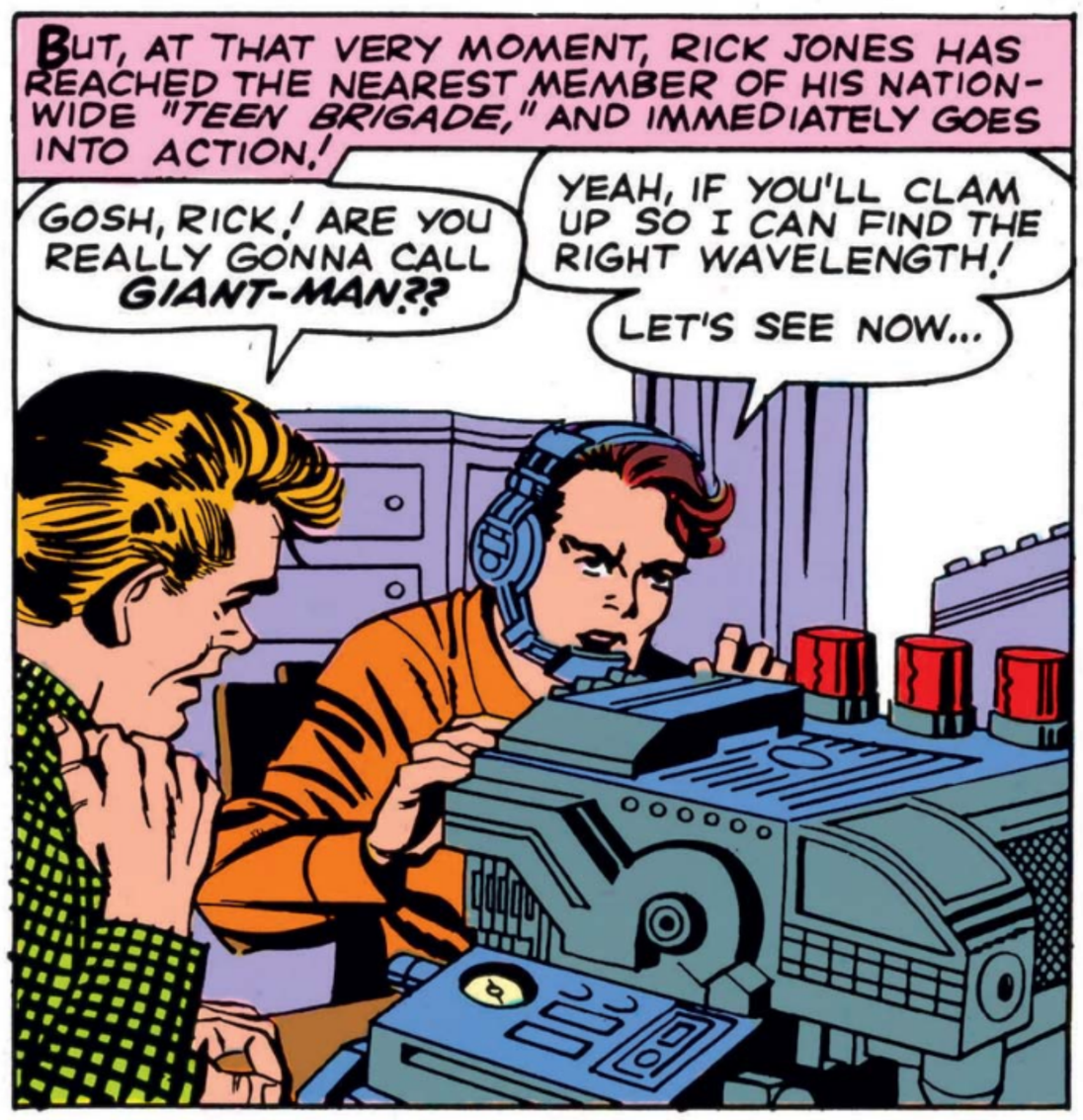
BUT, A BATTLE CAN BE WON BY MORE THAN STRENGTH! SEIZING THE HULK'S PONDEROUS HAND IN HIS OWN MIGHTY GRIP, IRON MAN SENDS A LOW VOLTAGE ELECTRICAL CHARGE OUT THRU HIS AMAZING, TRANSISTOR-POWERED FINGERS!

AND, WHILE THE REAL HULK WOULD HAVE ENDURED THE PAIN AND FOUGHT BACK IN A PAROXYSM OF SAVAGE FURY, THE SPACE PHANTOM POSSESSES NEITHER HIS COURAGE NOR HIS ALMOST LIMITLESS ENDURANCE, AND SO...
HE'S TOO STRONG! I'VE GOT TO ESCAPE!!

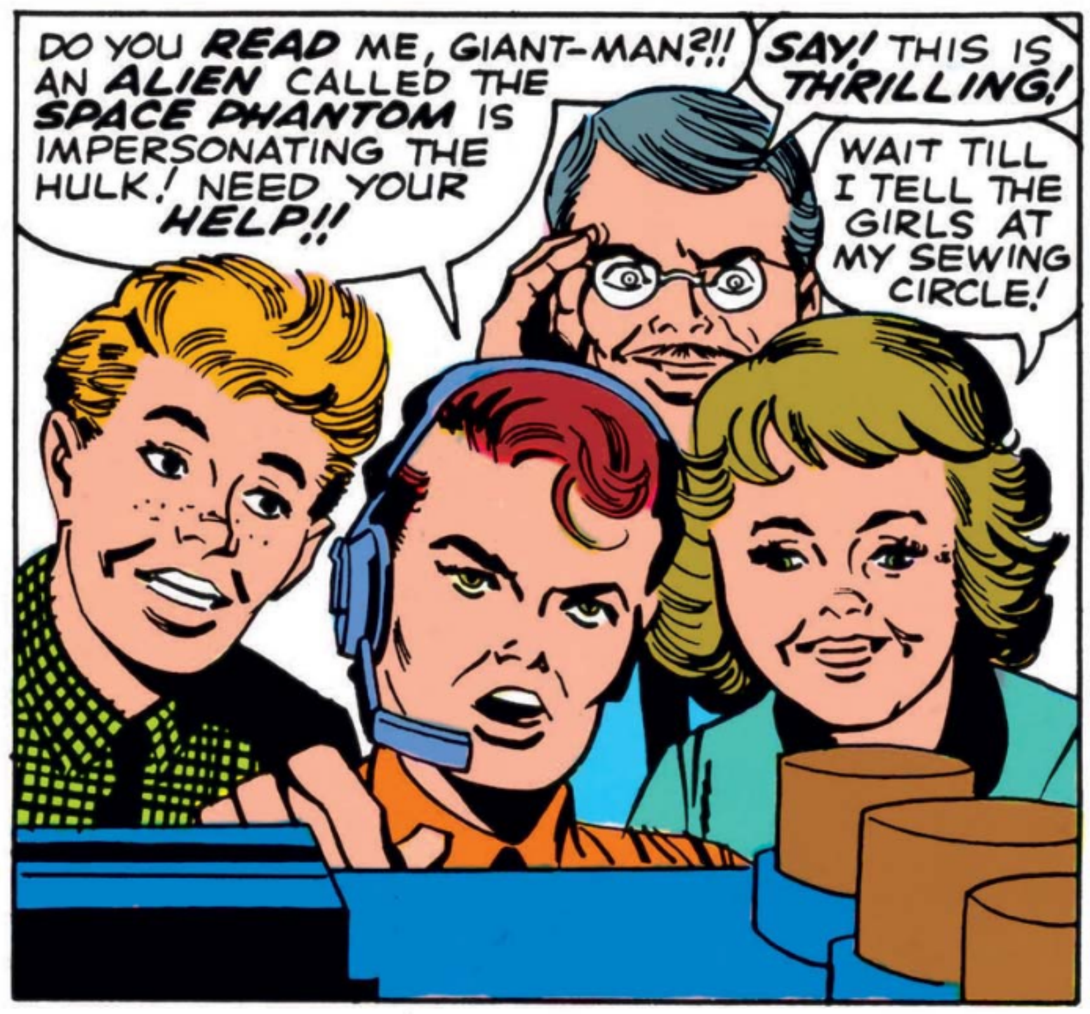

I DON'T UNDERSTAND! THAT ELECTRIC CHARGE WASN'T POWERFUL ENOUGH TO CAUSE THE HULK TO FLEE IN PANIC THAT WAY!! AND YET...
I'LL IMITATE THE SHAPE OF THAT SMALL FLYING INSECT!
AND SO, AS THE SPACE PHANTOM INSTANTANEOUSLY TRANSFORMS HIMSELF INTO A TINY WASP, THE REAL HULK REAPPEARS-- FROM LIMBO!

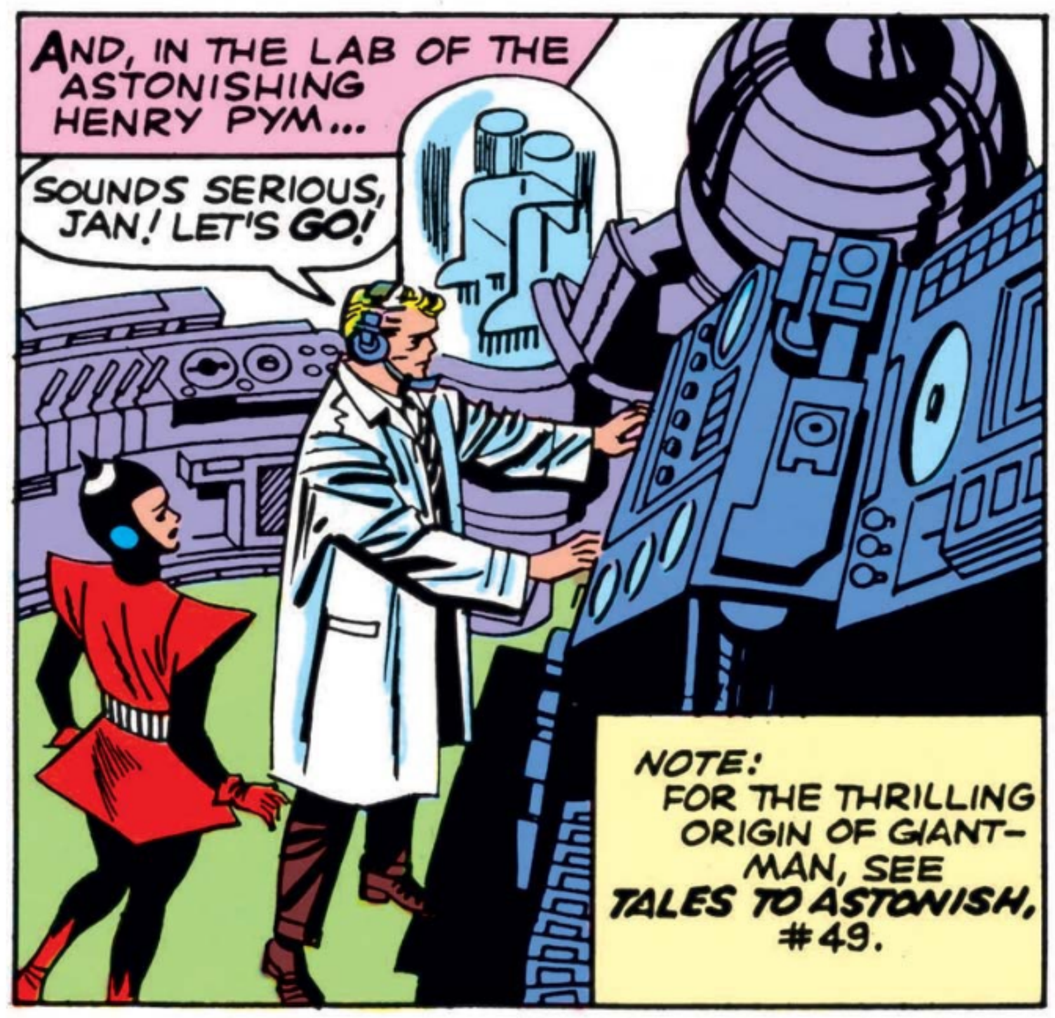

BUT, SO SWIFT HAS THE CHANGE BEEN, THAT IRON MAN IS UNAWARE OF IT, AND BELIEVES HIMSELF STILL TO BE FIGHTING THE SAME FOE!
I'VE GOT TO FIND A WAY TO KNOCK HIM OUT AND BRING HIM TO THE AVENGERS!
IRON MAN QUICKLY ATTACHES AN EXPANDING DEVICE TO HIS AMAZING COSTUME, TAKEN FROM HIS BUILT-IN CHEST PLATE ACCESSORY COMPARTMENT!

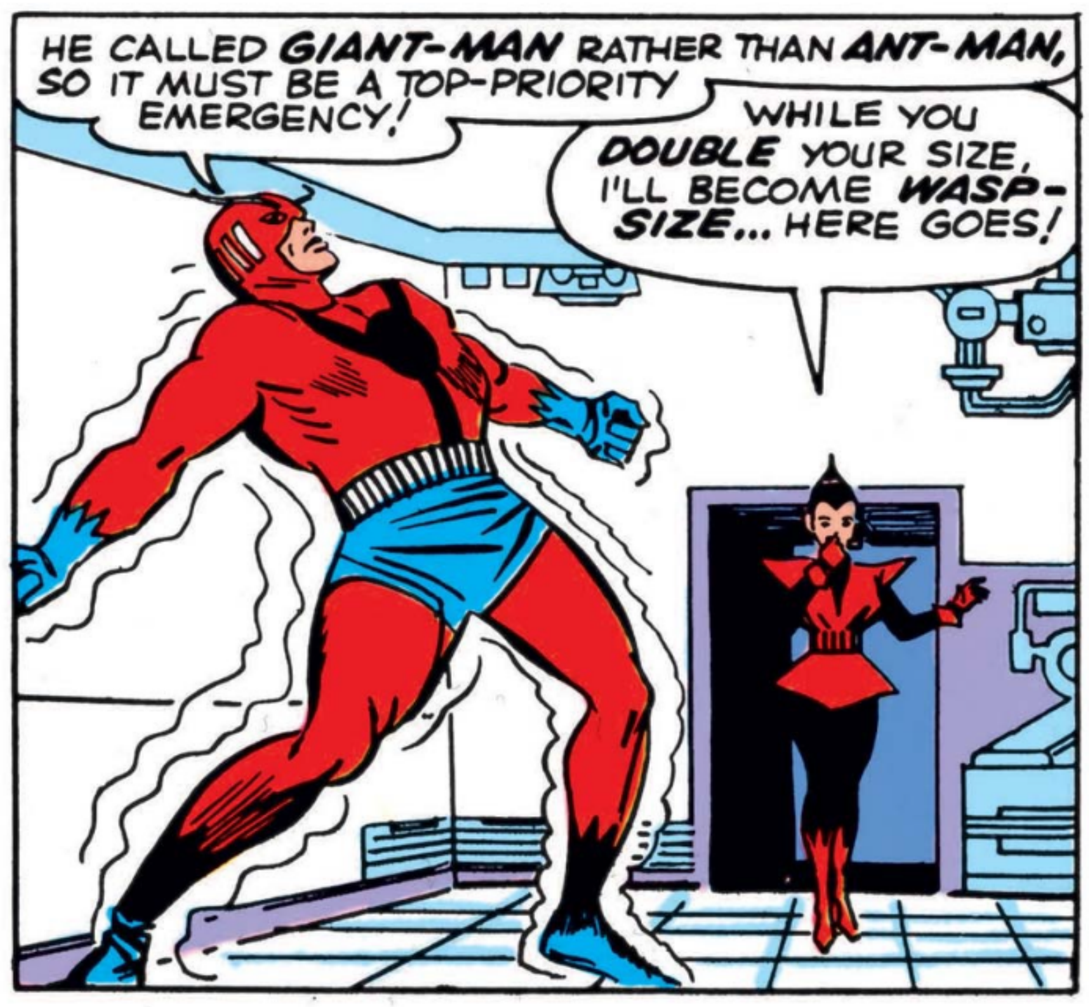

AND THIS SHOULD BE JUST THE THING TO DO THE TRICK... WITH APOLOGIES TO THOR! STRANGE, THOUGH... THIS TIME THE HULK DOESN'T LOOK FEARFUL!
CLICK


BUT, AT THAT VERY MOMENT, RICK JONES HAS REACHED THE NEAREST MEMBER OF HIS NATION-WIDE "TEEN BRIGADE," AND IMMEDIATELY GOES INTO ACTION!
GOSH, RICK! ARE YOU REALLY GONNA CALL GIANT-MAN??
YEAH, IF YOU'LL CLAM UP SO I CAN FIND THE RIGHT WAVELENGTH!
LET'S SEE NOW...

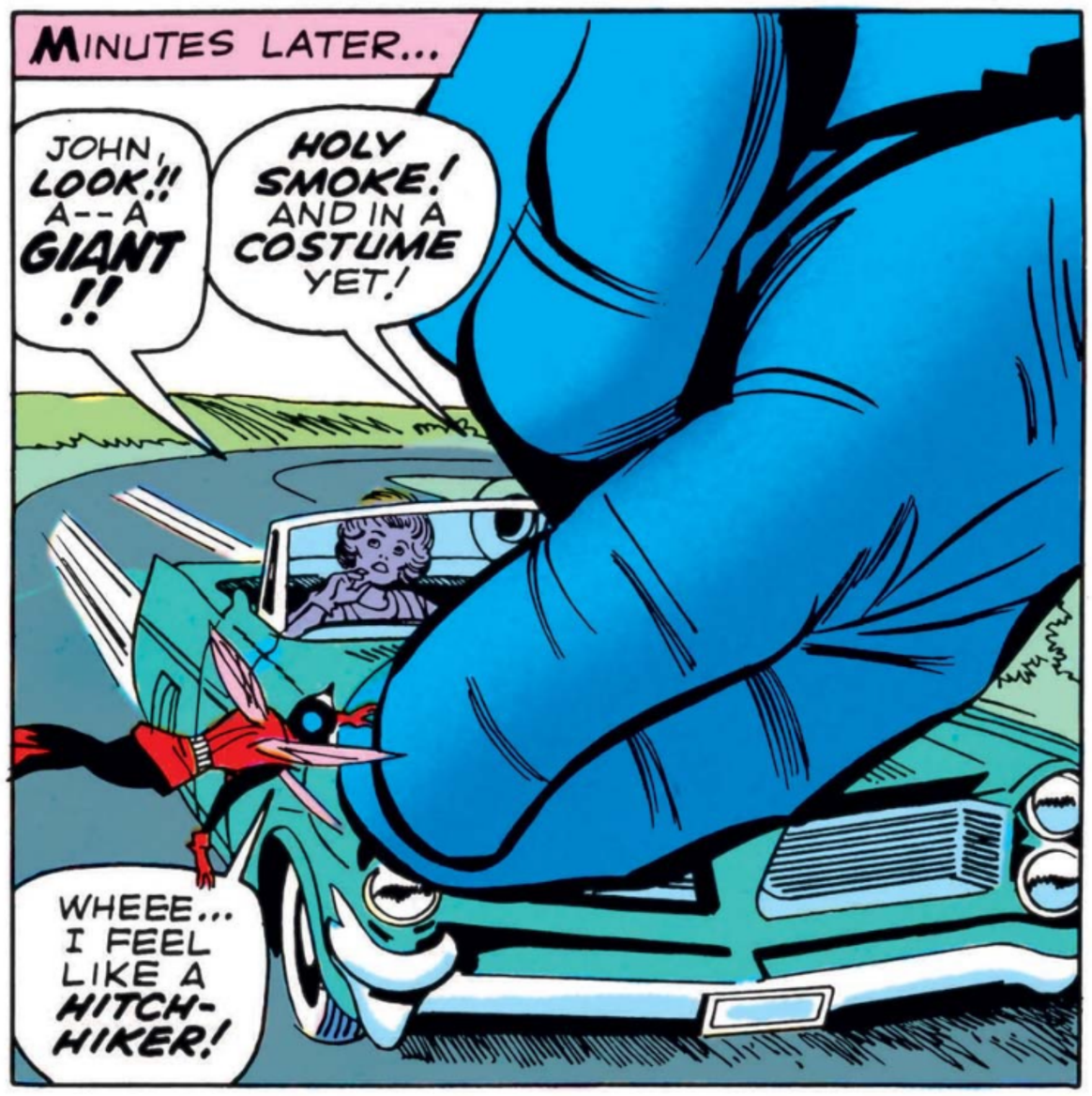
HEY, MA... PA! COME ON IN HERE! RICK IS CALLIN' GIANT-MAN! HURRY! DON'T MISS IT!
OH, GREAT! THE AVENGERS ARE IN DEADLY DANGER, AND THAT LAMEBRAIN THINKS THIS IS A THREE-RING CIRCUS!
CALLING GIANT-MAN! CALLING GIANT-MAN!

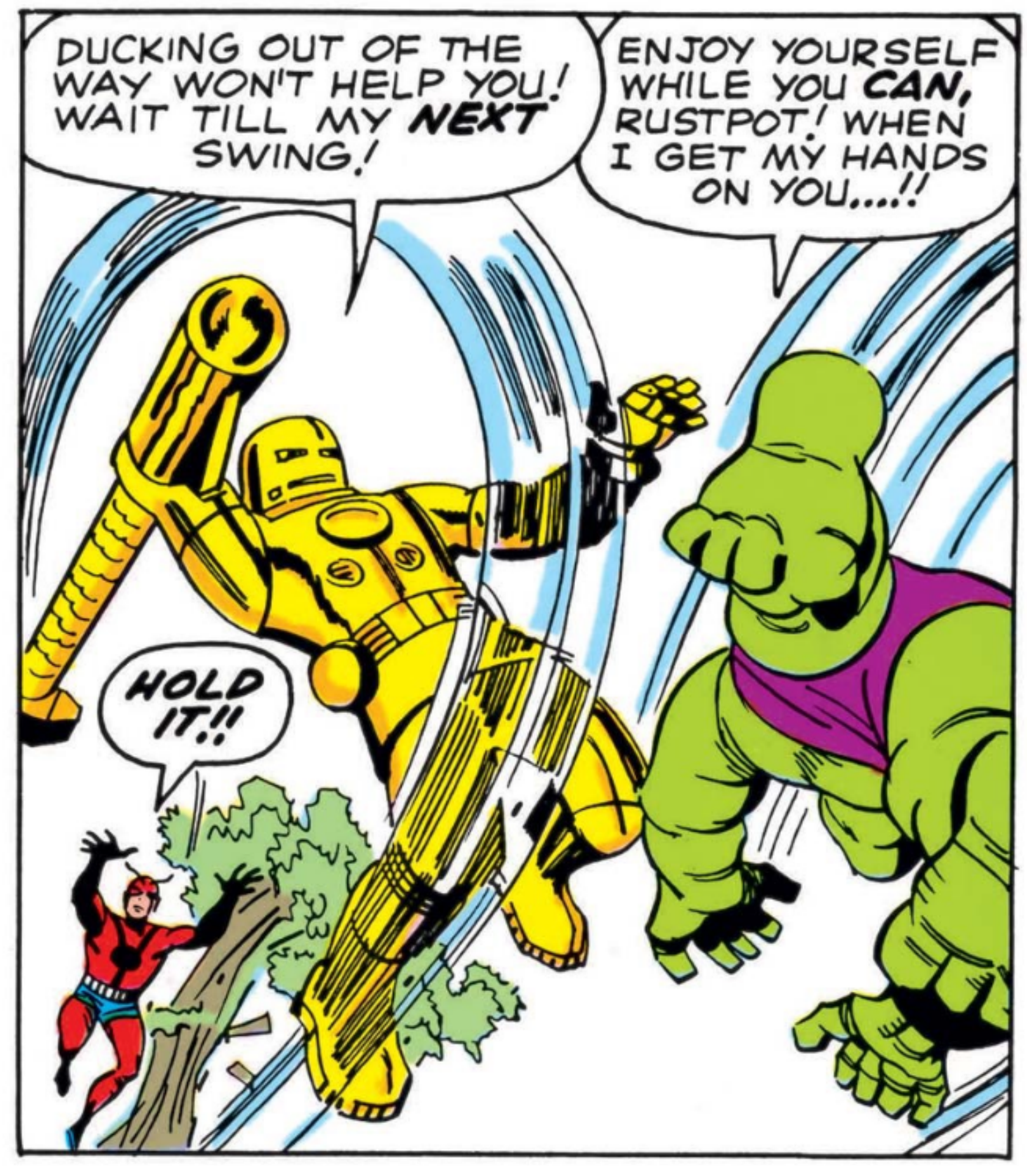

DO YOU READ ME, GIANT-MAN?!! AN ALIEN CALLED THE SPACE PHANTOM IS IMPERSONATING THE HULK! NEED YOUR HELP!!
SAY! THIS IS THRILLING!
WAIT TILL I TELL THE GIRLS AT MY SEWING CIRCLE!

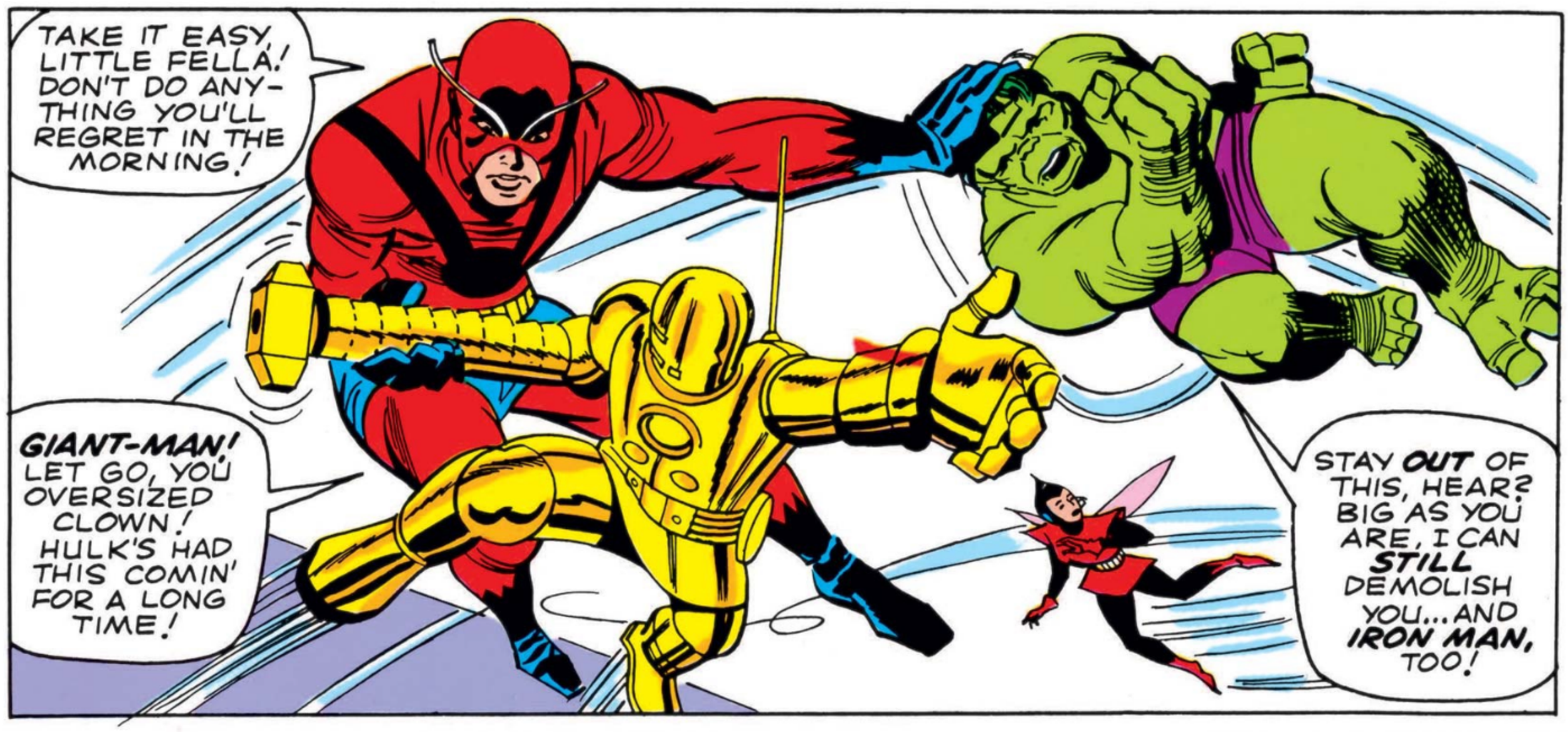

AND, IN THE LAB OF THE ASTONISHING HENRY PYM...
SOUNDS SERIOUS, JAN! LET'S GO!
NOTE: FOR THE THRILLING ORIGIN OF GIANT-MAN, SEE TALES TO ASTONISH, #49.

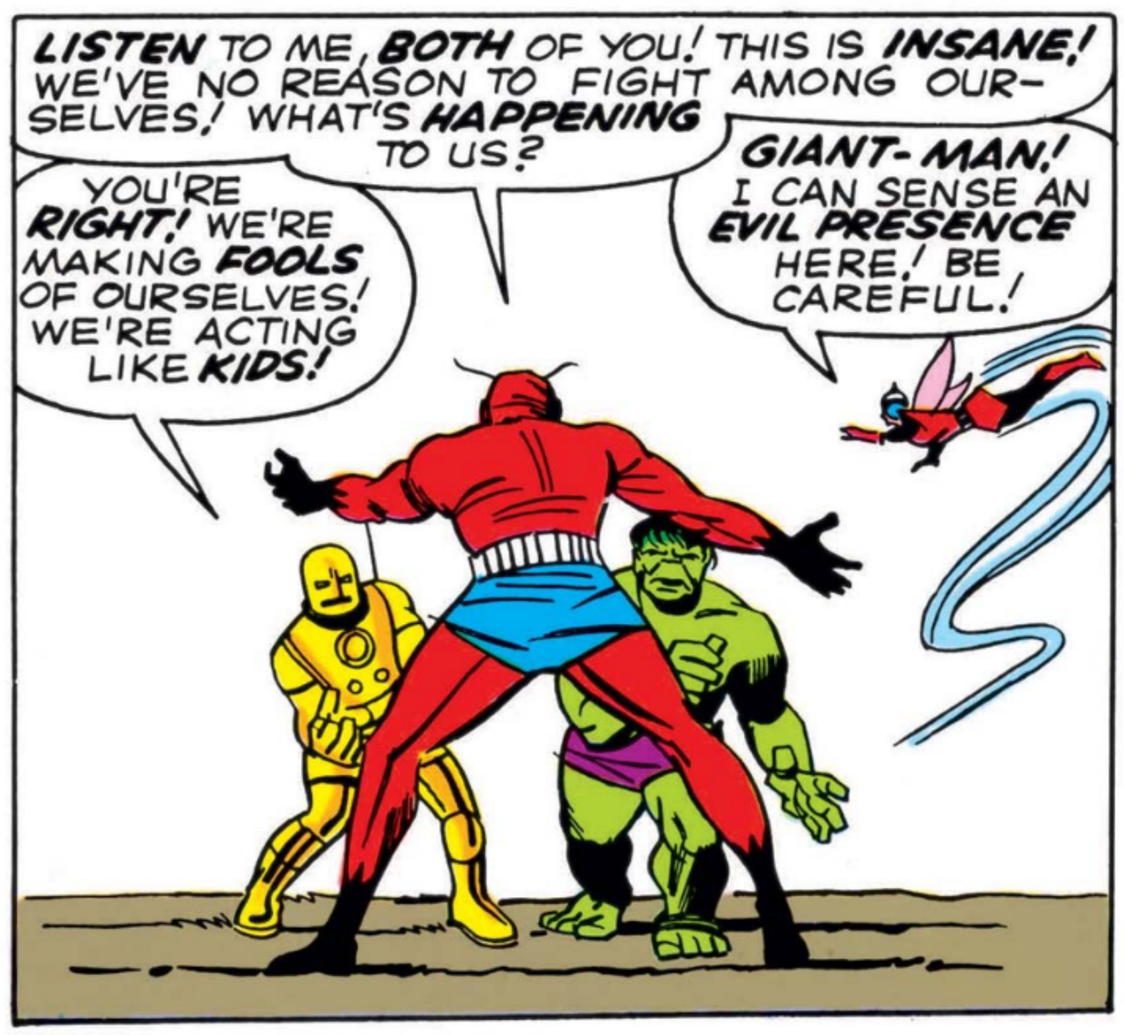

HE CALLED GIANT-MAN RATHER THAN ANT-MAN, SO IT MUST BE A TOP-PRIORITY EMERGENCY!
WHILE YOU DOUBLE YOUR SIZE, I'LL BECOME WASP-SIZE... HERE GOES!

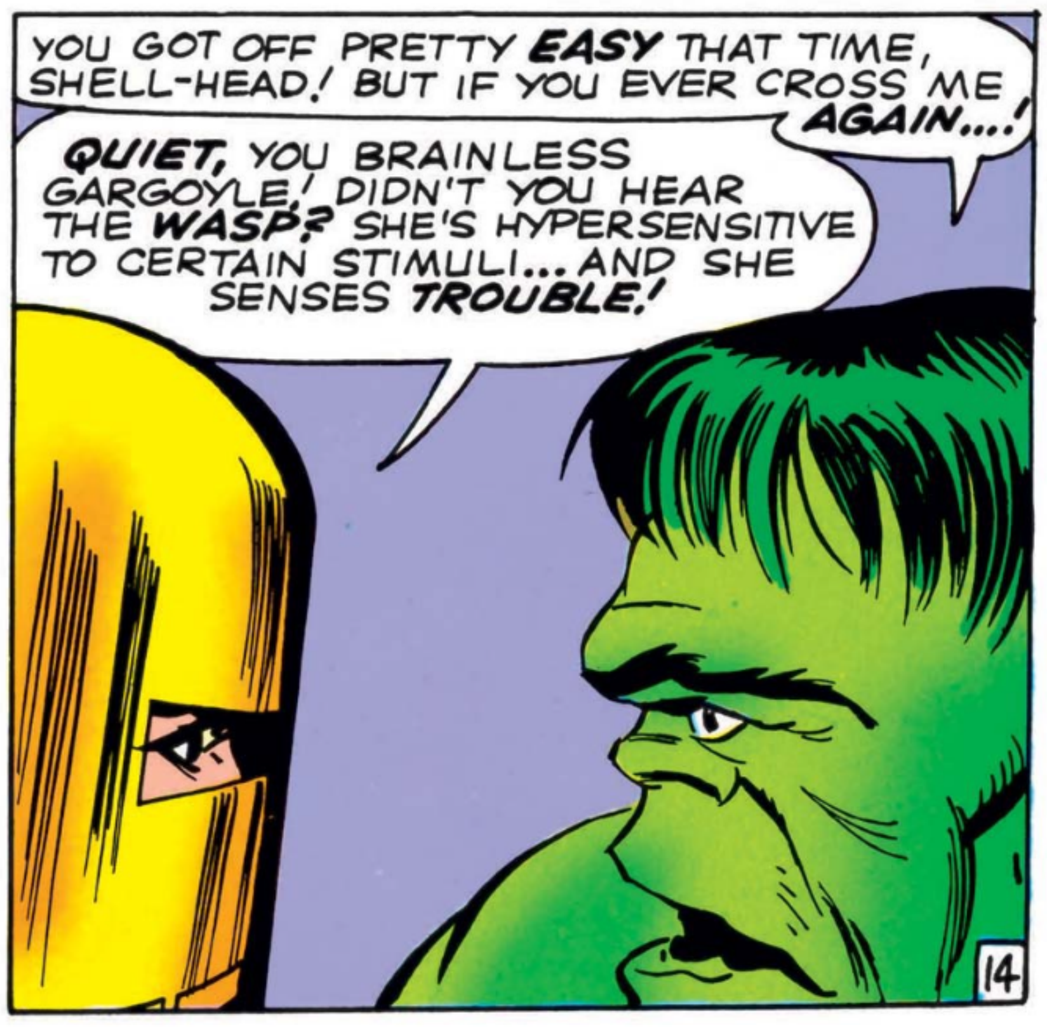
DID ANYONE EVER TELL YOU THAT YOU HAVE THE MOST DELICIOUSLY BLUE EYES, HENRY PYM?
BE SERIOUS, LITTLE ONE! I HAVE A FEELING WE'VE GOT A STRANGE AND DANGEROUS TASK AHEAD OF US!

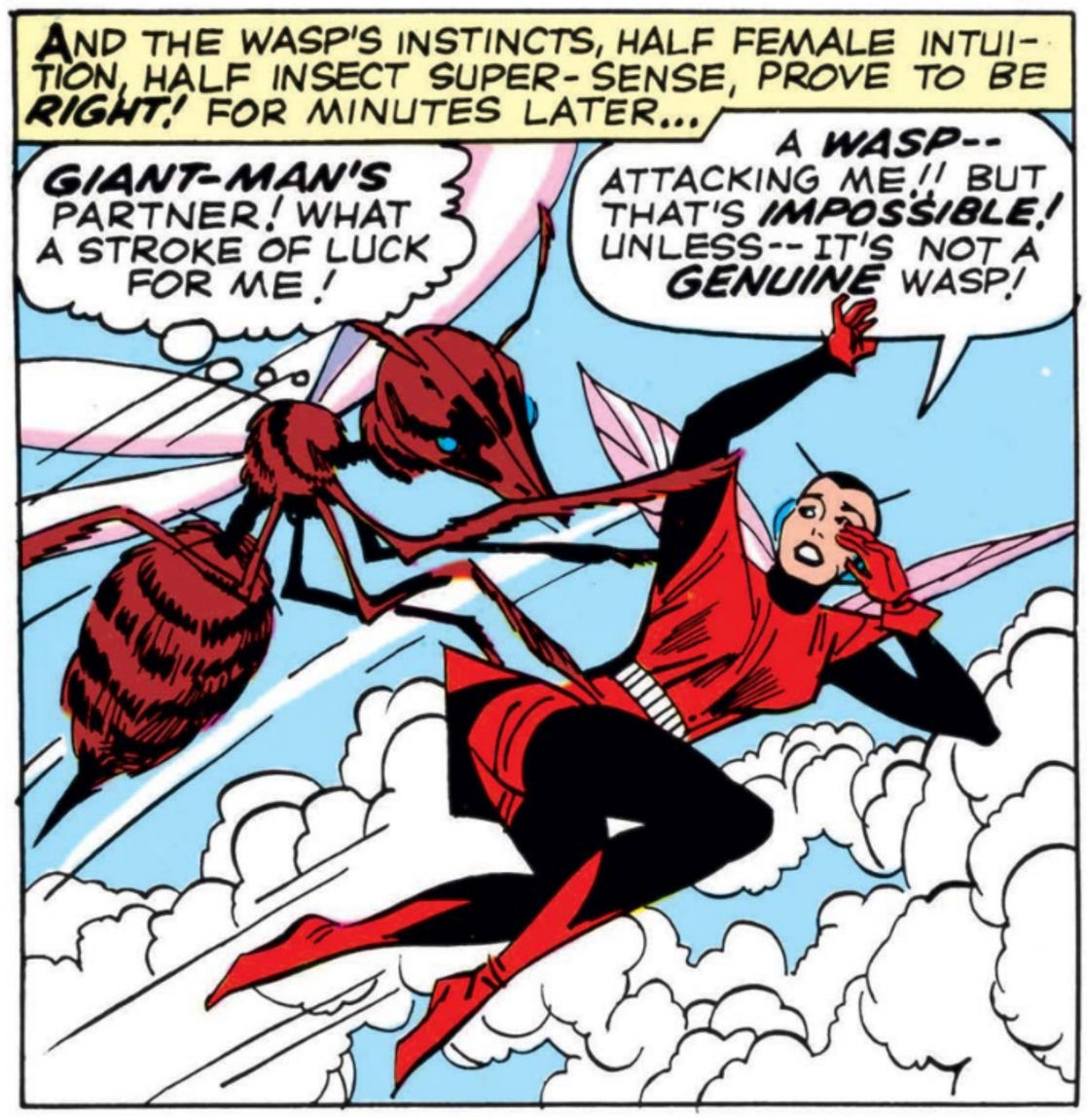

MINUTES LATER...
JOHN, LOOK!! A--A GIANT !!
HOLY SMOKE! AND IN A COSTUME YET!
WHEEE... I FEEL LIKE A HITCH-HIKER!

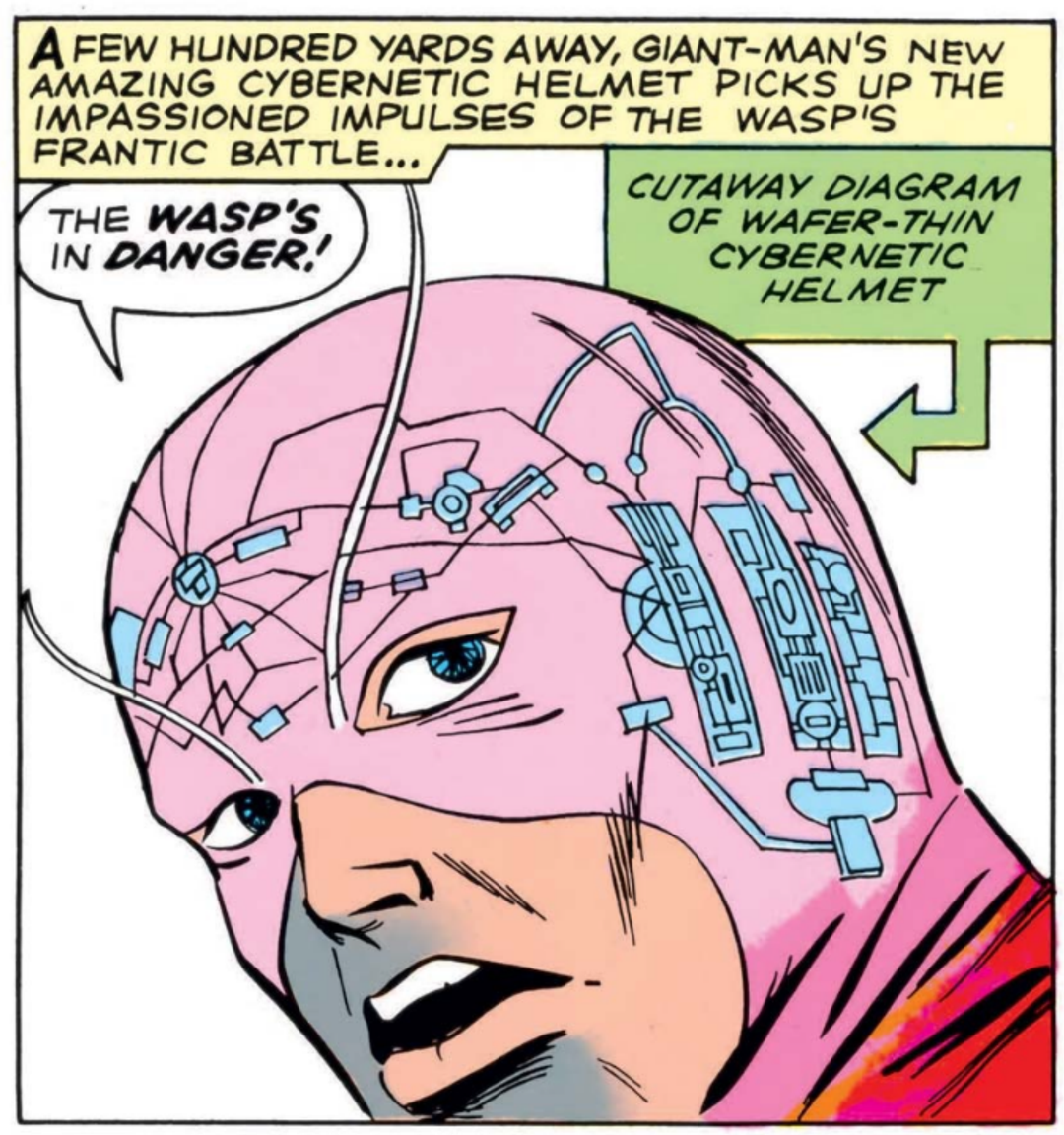

DUCKING OUT OF THE WAY WON'T HELP YOU! WAIT TILL MY NEXT SWING!
ENJOY YOURSELF WHILE YOU CAN, RUSTPOT! WHEN I GET MY HANDS ON YOU...!!
HOLD IT!!

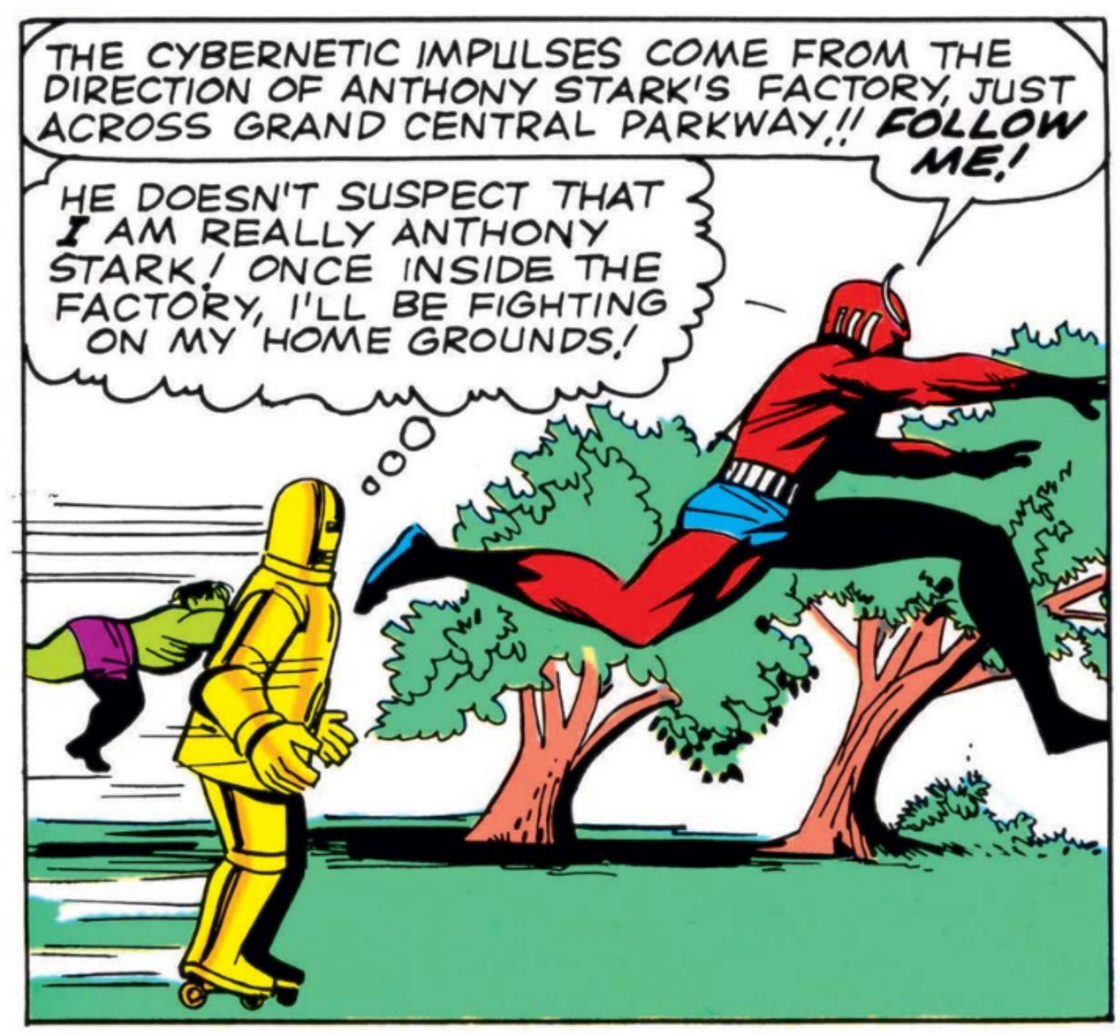

TAKE IT EASY, LITTLE FELLA! DON'T DO ANYTHING YOU'LL REGRET IN THE MORNING!
GIANT-MAN! LET GO, YOU OVERSIZED CLOWN! HULK'S HAD THIS COMIN' FOR A LONG TIME!
STAY OUT OF THIS, HEAR? BIG AS YOU ARE, I CAN STILL DEMOLISH YOU... AND IRON MAN, TOO!


LISTEN TO ME, BOTH OF YOU! THIS IS INSANE! WE'VE NO REASON TO FIGHT AMONG OURSELVES! WHAT'S HAPPENING TO US?
YOU'RE RIGHT! WE'RE MAKING FOOLS OF OURSELVES! WE'RE ACTING LIKE KIDS!
GIANT-MAN! I CAN SENSE AN EVIL PRESENCE HERE! BE CAREFUL!

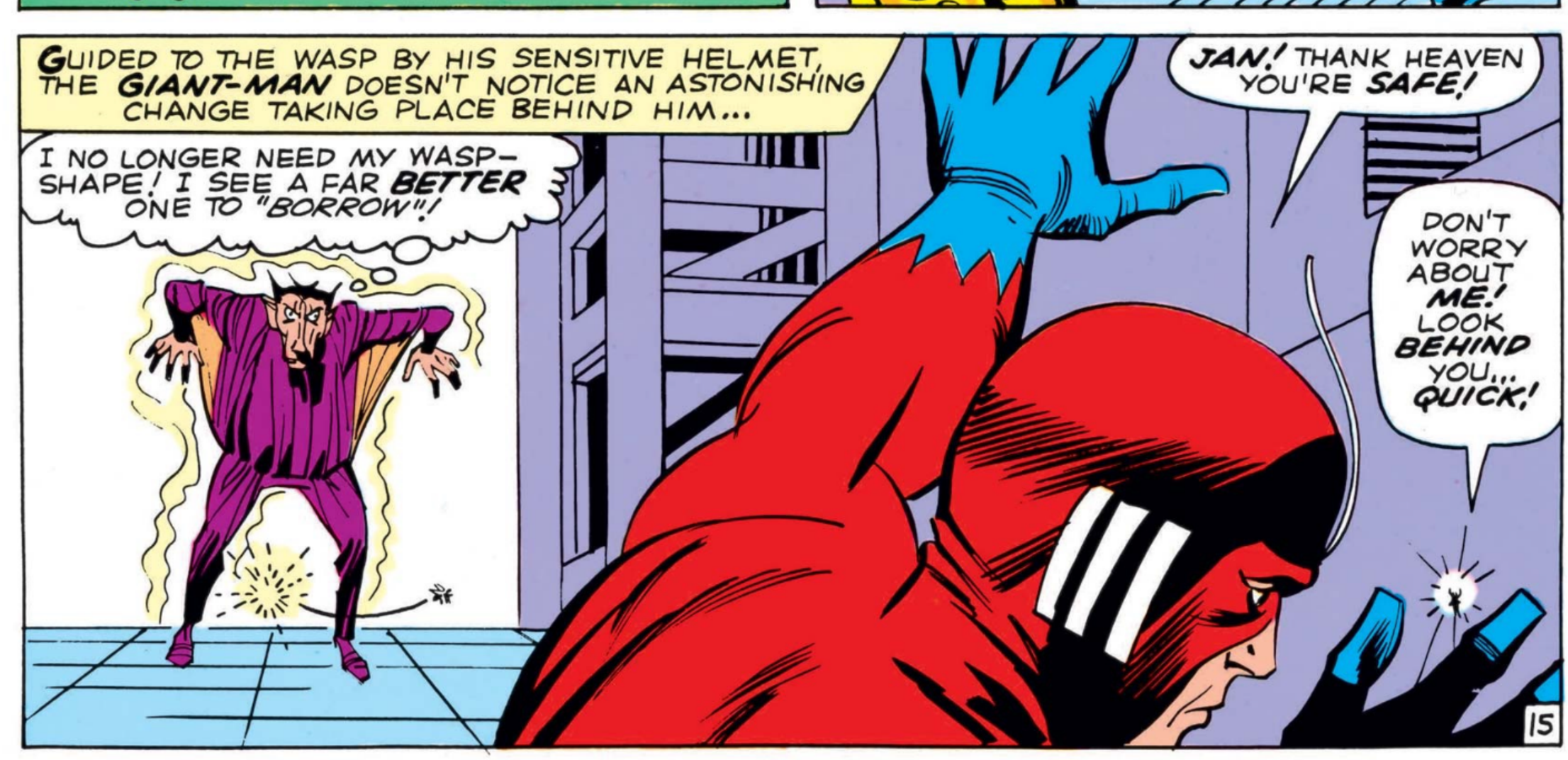

YOU GOT OFF PRETTY EASY THAT TIME, SHELL-HEAD! BUT IF YOU EVER CROSS ME AGAIN...!
QUIET, YOU BRAINLESS GARGOYLE! DIDN'T YOU HEAR THE WASP? SHE'S HYPERSENSITIVE TO CERTAIN STIMULI... AND SHE SENSES TROUBLE!


AND THE WASP'S INSTINCTS, HALF FEMALE INTUITION, HALF INSECT SUPER-SENSE, PROVE TO BE RIGHT! FOR MINUTES LATER...
GIANT-MAN'S PARTNER! WHAT A STROKE OF LUCK FOR ME!
A WASP-- ATTACKING ME!! BUT THAT'S IMPOSSIBLE! UNLESS-- IT'S NOT A GENUINE WASP!


A FEW HUNDRED YARDS AWAY, GIANT-MAN'S NEW AMAZING CYBERNETIC HELMET PICKS UP THE IMPASSIONED IMPULSES OF THE WASP'S FRANTIC BATTLE...
THE WASP'S IN DANGER!
CUTAWAY DIAGRAM OF WAFER-THIN CYBERNETIC HELMET


THE CYBERNETIC IMPULSES COME FROM THE DIRECTION OF ANTHONY STARK'S FACTORY, JUST ACROSS GRAND CENTRAL PARKWAY!! FOLLOW ME!
HE DOESN'T SUSPECT THAT I AM REALLY ANTHONY STARK! ONCE INSIDE THE FACTORY, I'LL BE FIGHTING ON MY HOME GROUNDS!

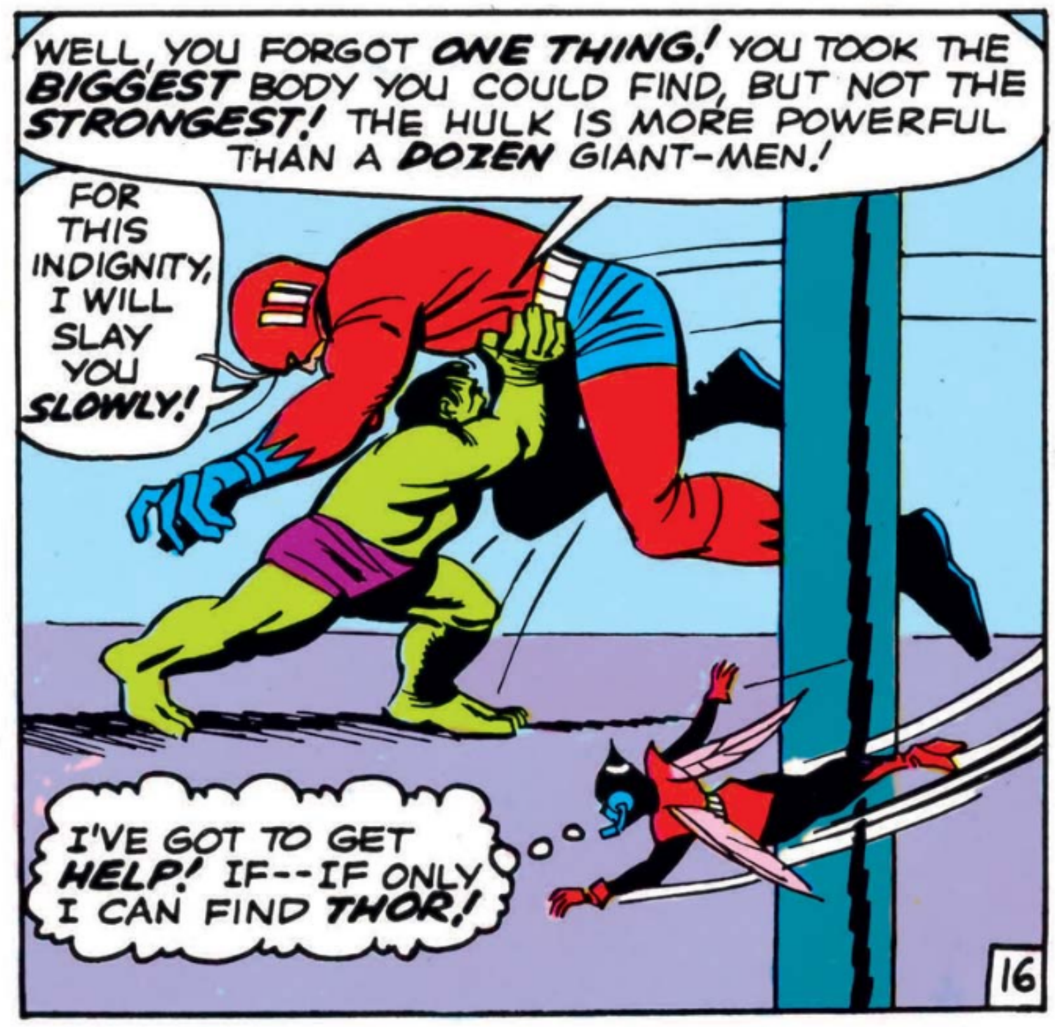
HERE WE ARE! BUT EVERYTHING SEEMS NORMAL!
THROUGH THIS DOOR! THE IMPULSES ARE GETTING STRONGER!
WHY BOTHER WITH DOORS? I'D RATHER TEAR THE WALLS APART!


GUIDED TO THE WASP BY HIS SENSITIVE HELMET, THE GIANT-MAN DOESN'T NOTICE AN ASTONISHING CHANGE TAKING PLACE BEHIND HIM...
I NO LONGER NEED MY WASP-SHAPE! I SEE A FAR BETTER ONE TO "BORROW"!
JAN! THANK HEAVEN YOU'RE SAFE!
DON'T WORRY ABOUT ME! LOOK BEHIND YOU... QUICK!

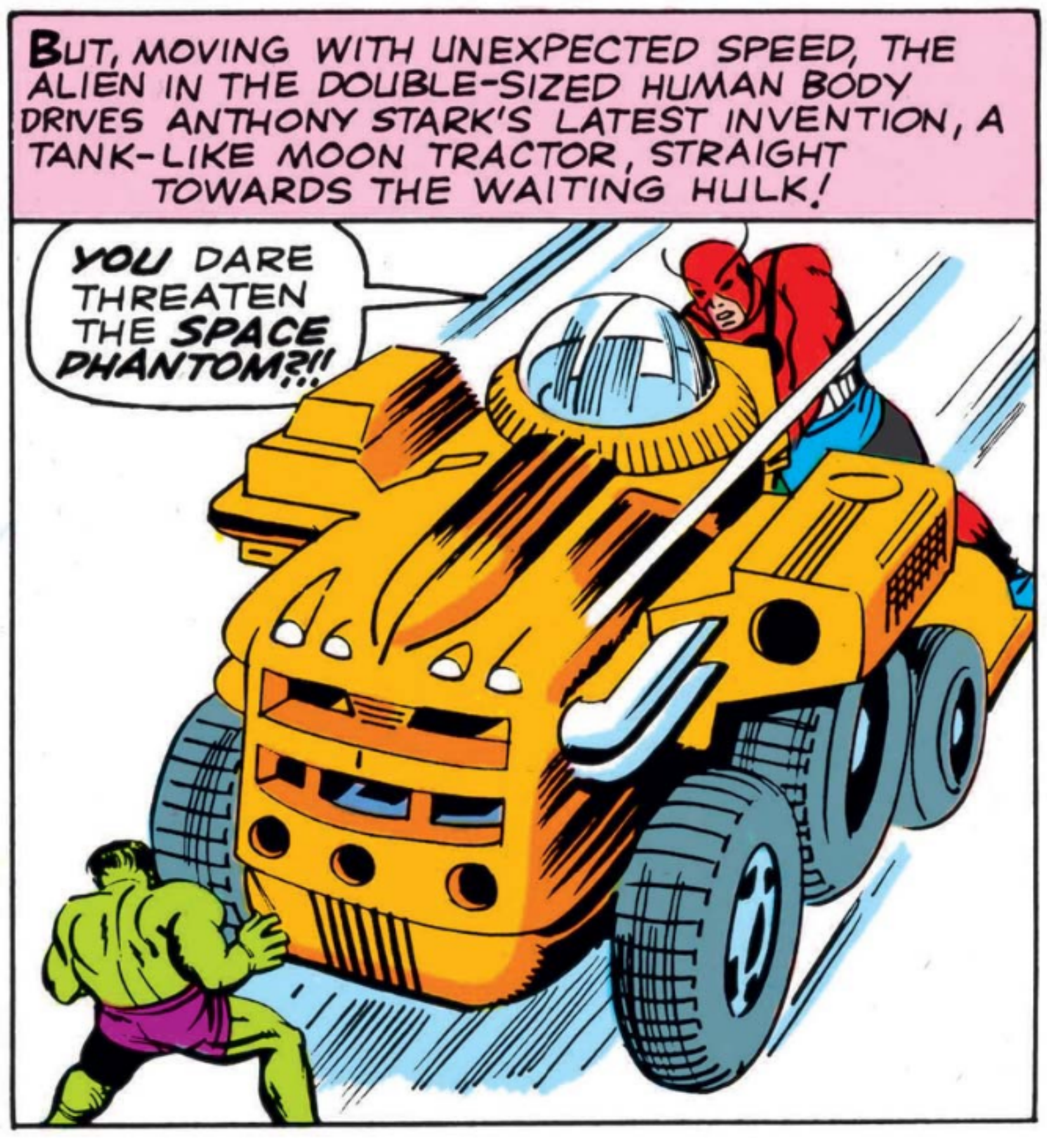
BUT, BEFORE THE TWELVE-FOOT HIGH ADVENTURER CAN TURN AROUND, THE SPACE PHANTOM HAS TAKEN HIS IDENTITY, CAUSING THE REAL GIANT-MAN TO BE SENT INSTANTANEOUSLY TO LIMBO!

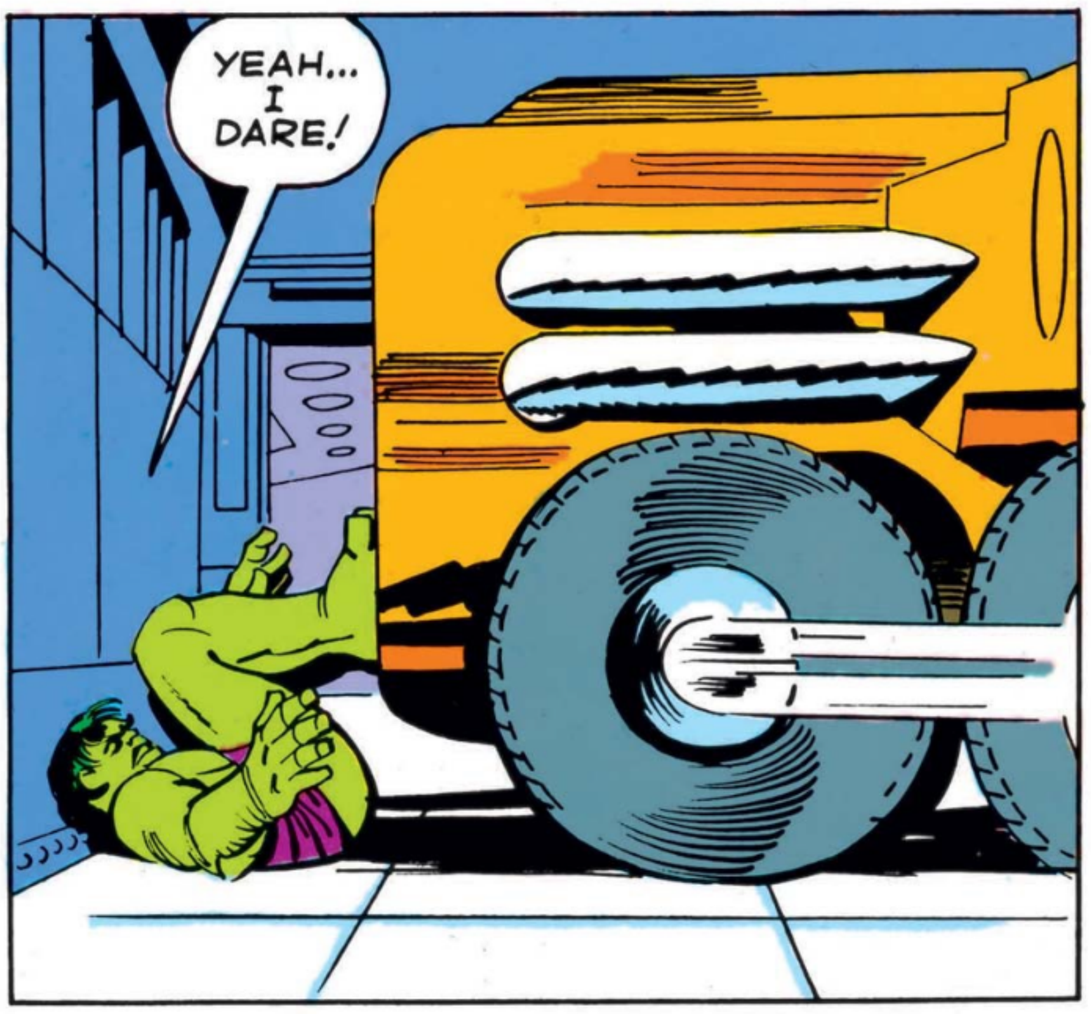
FAREWELL, GIANT-MAN! NOW I, THE SPACE PHANTOM, SHALL CONTINUE WHERE I LEFT OFF!

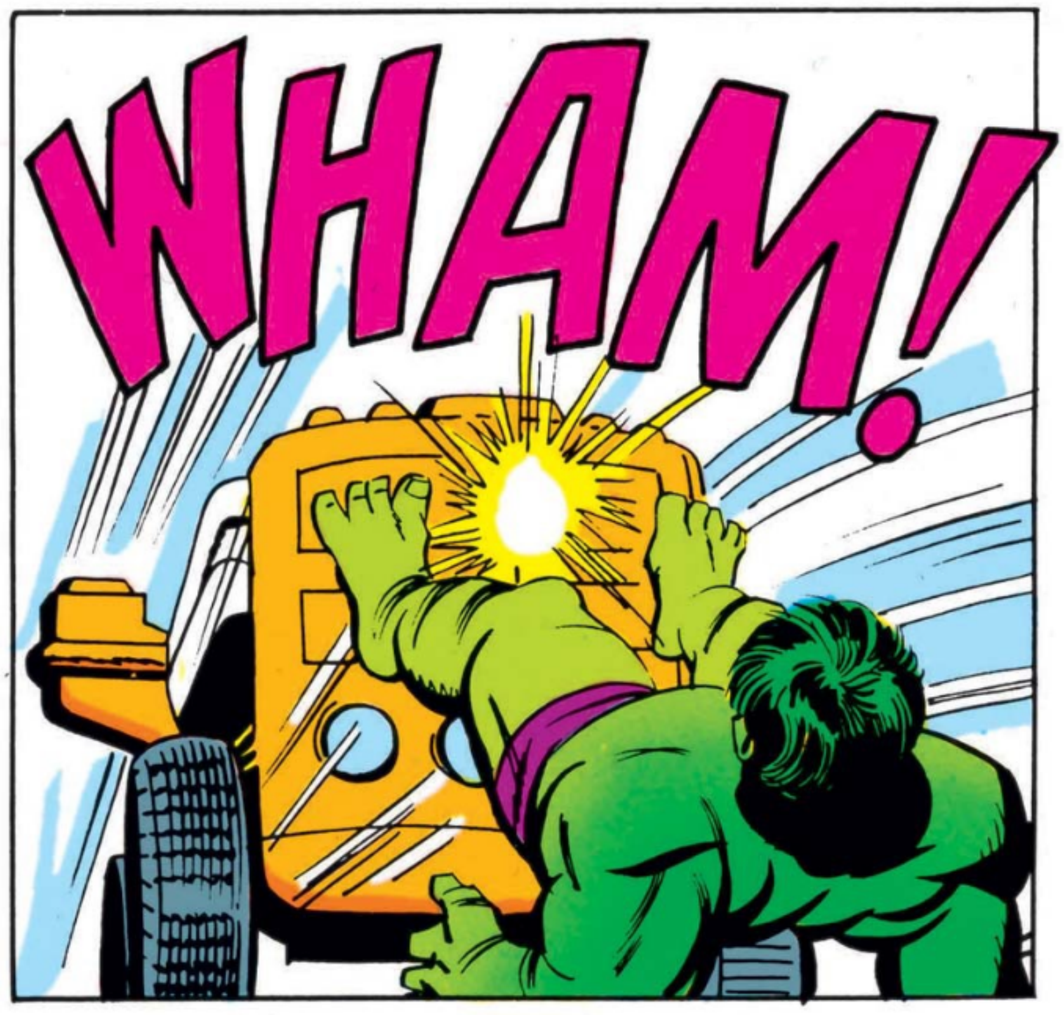
I'M WHIRLING INTO ANOTHER DIMENSION... A SHADOWY, SILENT WORLD!

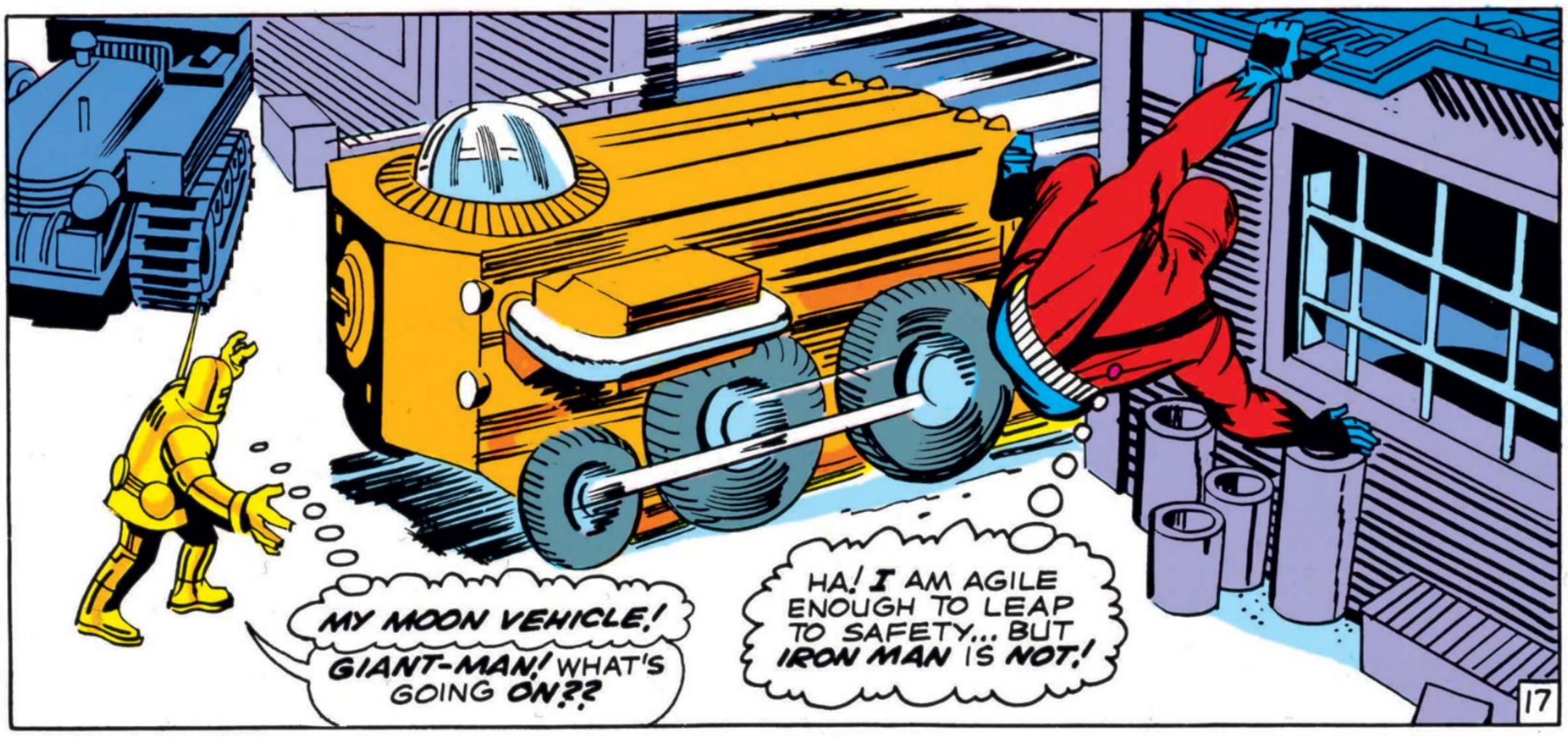


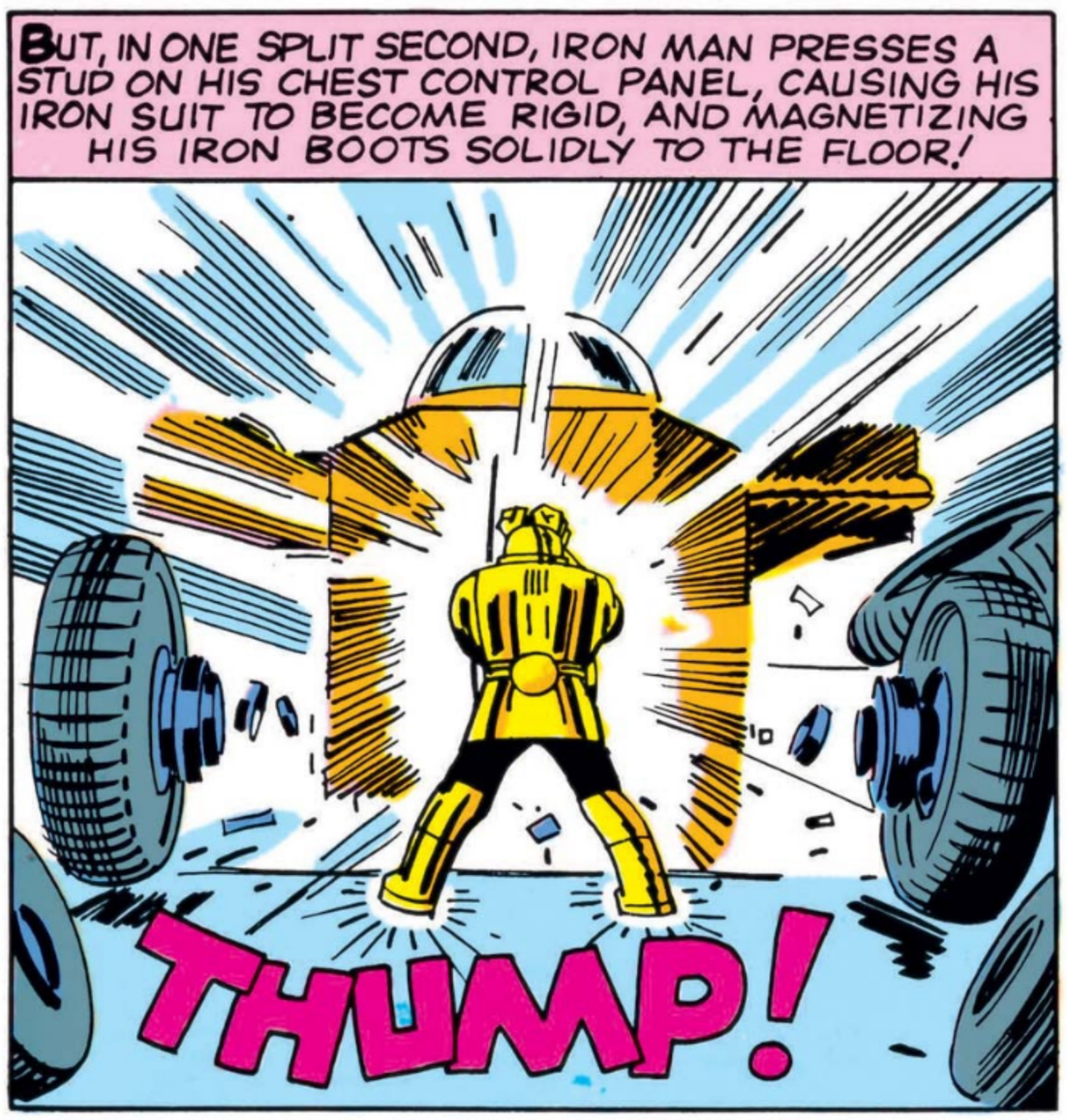
THIS IS ONLY A SAMPLE OF WHAT YOU'LL GET UNLESS YOU BRING BACK THE REAL GIANT-MAN! SEE??!

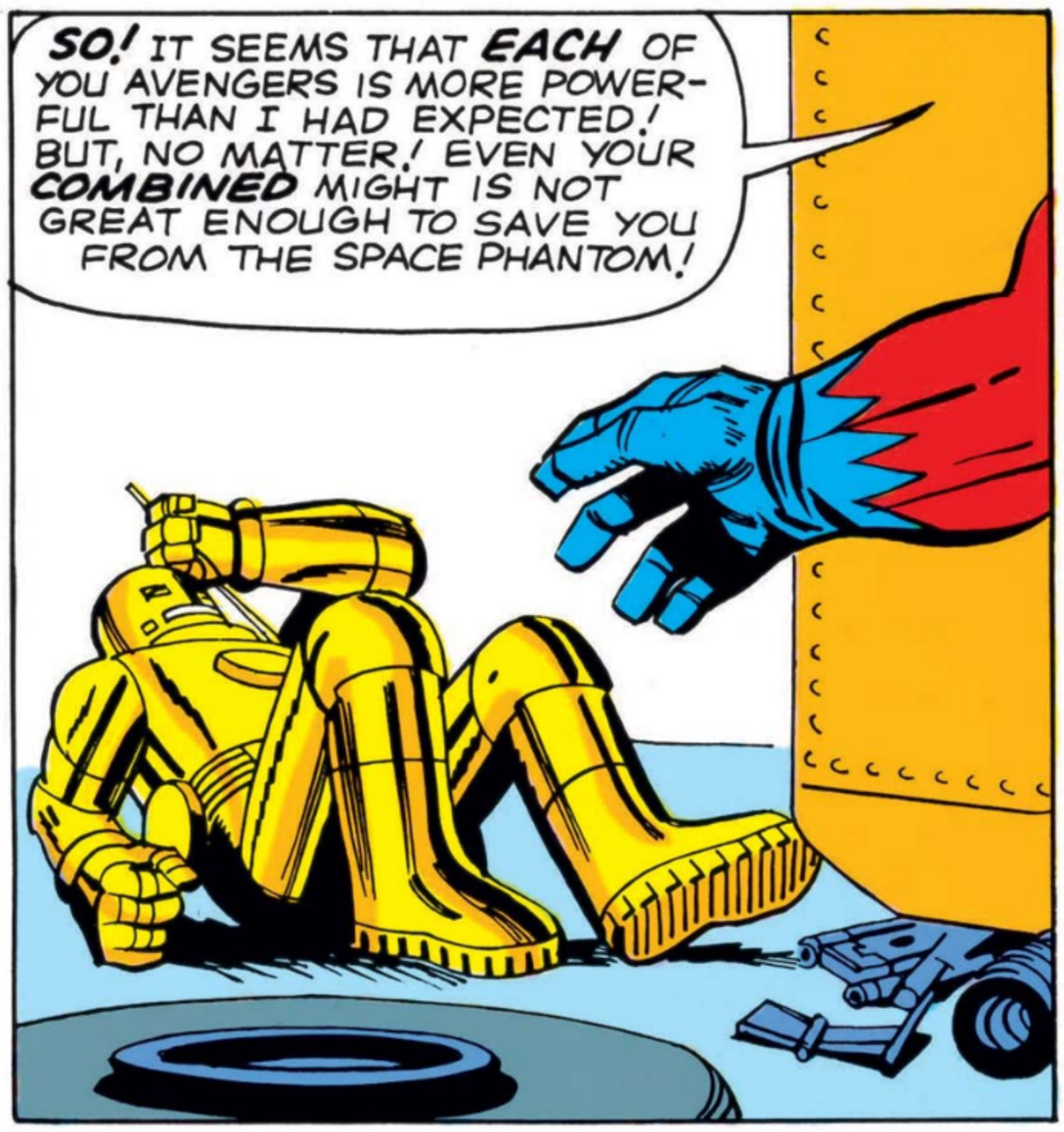

BUT, MOVING WITH UNEXPECTED SPEED, THE ALIEN IN THE DOUBLE-SIZED HUMAN BODY DRIVES ANTHONY STARK'S LATEST INVENTION, A TANK-LIKE MOON TRACTOR, STRAIGHT TOWARDS THE WAITING HULK!
YOU DARE THREATEN THE SPACE PHANTOM?!!

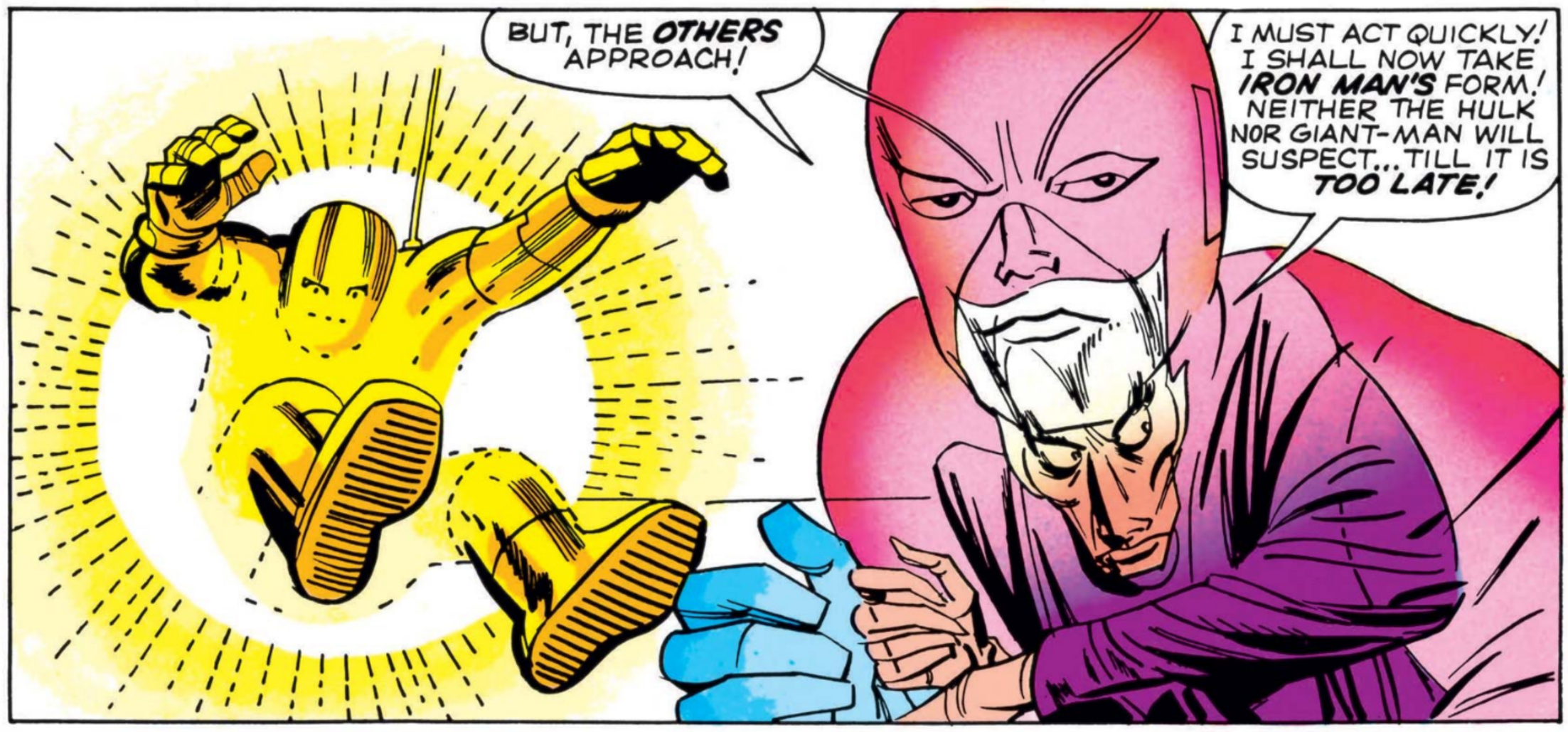

YEAH... I DARE!

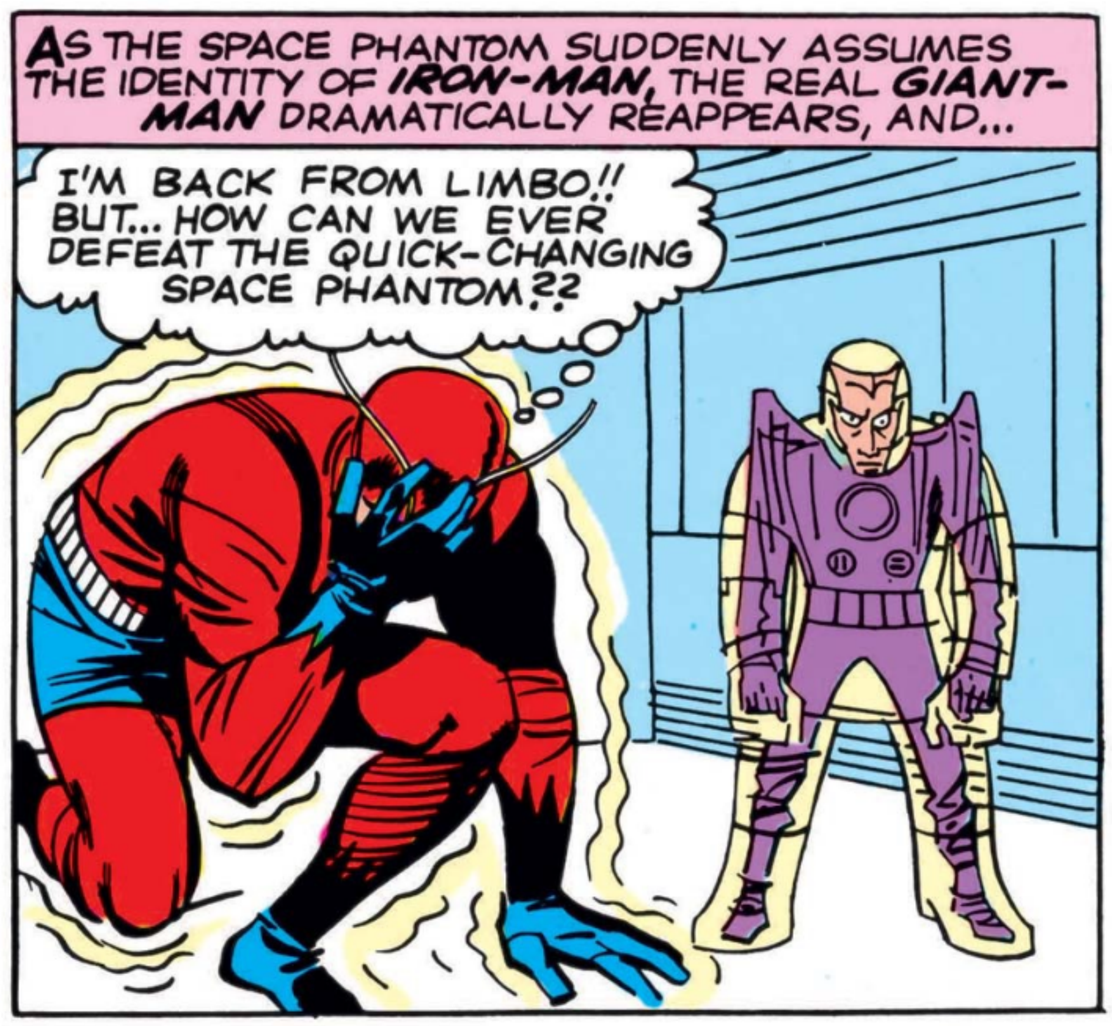

WHAM!


MY MOON VEHICLE!
GIANT-MAN! WHAT'S GOING ON??
HA! I AM AGILE ENOUGH TO LEAP TO SAFETY... BUT IRON MAN IS NOT!

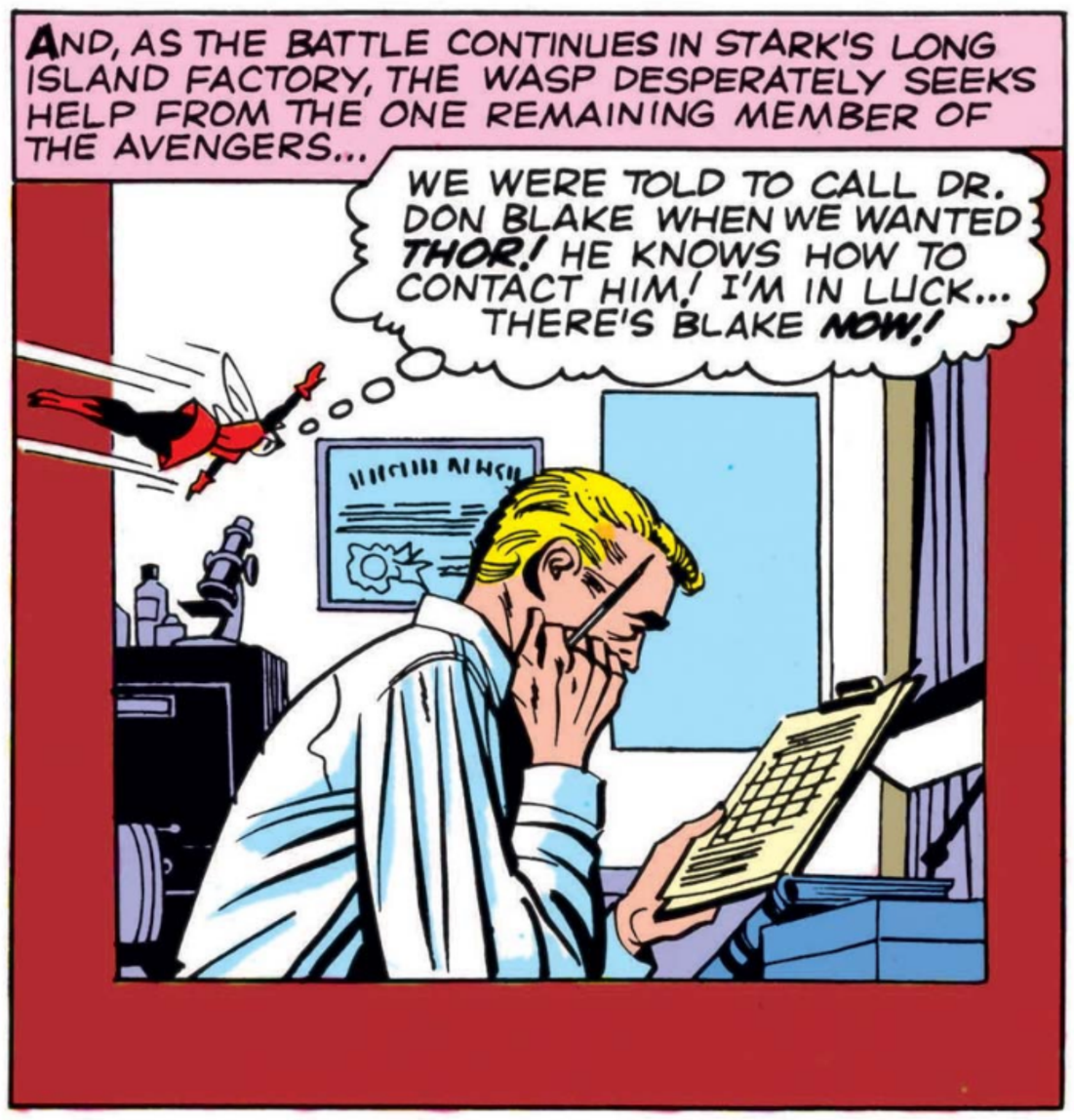

BUT, IN ONE SPLIT SECOND, IRON MAN PRESSES A STUD ON HIS CHEST CONTROL PANEL, CAUSING HIS IRON SUIT TO BECOME RIGID, AND MAGNETIZING HIS IRON BOOTS SOLIDLY TO THE FLOOR!
THUMP!

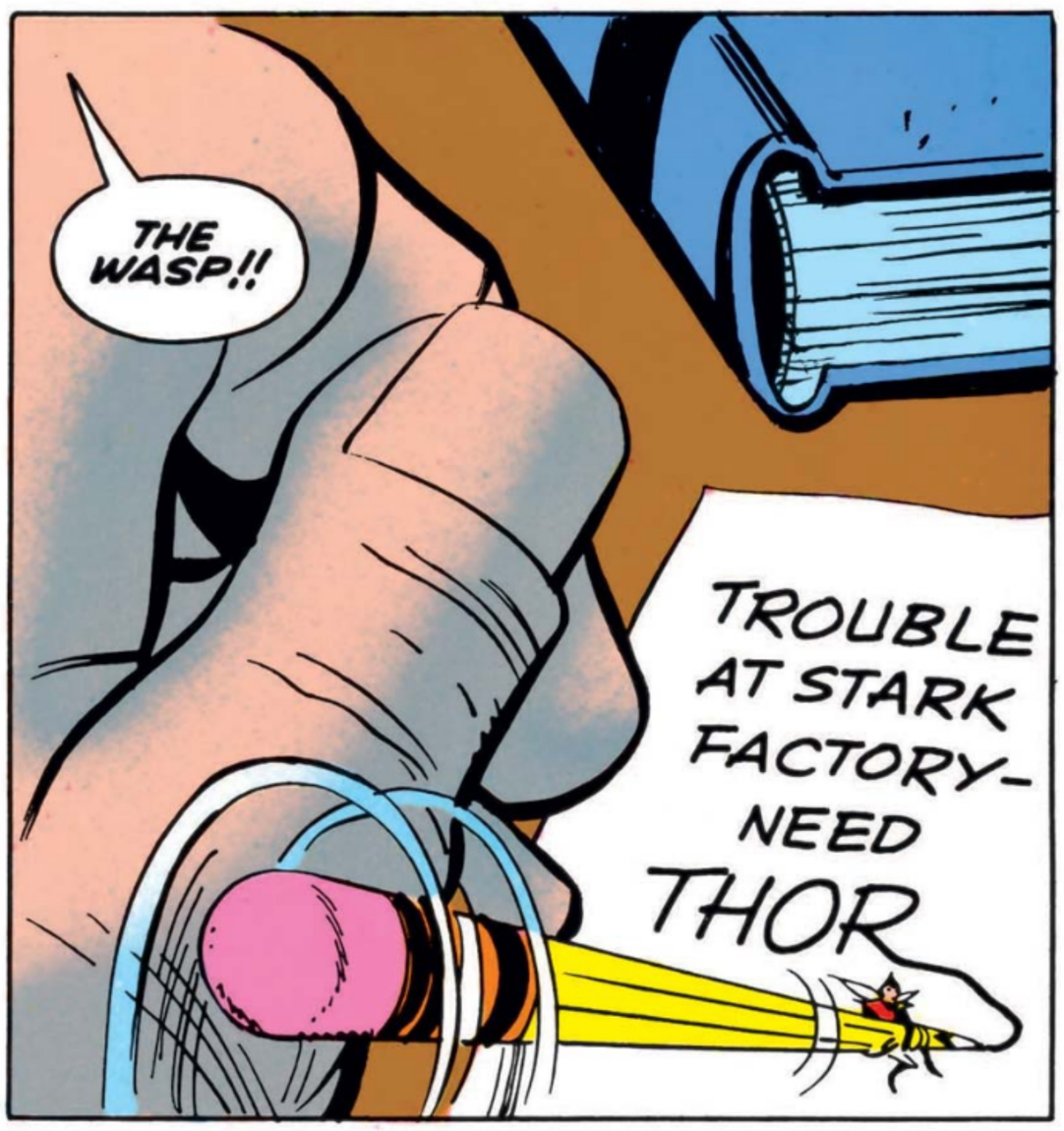

SO! IT SEEMS THAT EACH OF YOU AVENGERS IS MORE POWERFUL THAN I HAD EXPECTED! BUT, NO MATTER! EVEN YOUR COMBINED MIGHT IS NOT GREAT ENOUGH TO SAVE YOU FROM THE SPACE PHANTOM!


BUT, THE OTHERS APPROACH!
I MUST ACT QUICKLY! I SHALL NOW TAKE IRON MAN'S FORM! NEITHER THE HULK NOR GIANT-MAN WILL SUSPECT...TILL IT IS TOO LATE!


AS THE SPACE PHANTOM SUDDENLY ASSUMES THE IDENTITY OF IRON-MAN, THE REAL GIANT-MAN DRAMATICALLY REAPPEARS, AND...
I'M BACK FROM LIMBO!! BUT... HOW CAN WE EVER DEFEAT THE QUICK-CHANGING SPACE PHANTOM??

COME ON, GIANT-MAN! DON'T JUST STAND THERE! HE TURNED HIMSELF INTO IRON MAN! I SAW HIM! GRAB HIM, BEFORE HE CAN CHANGE AGAIN!

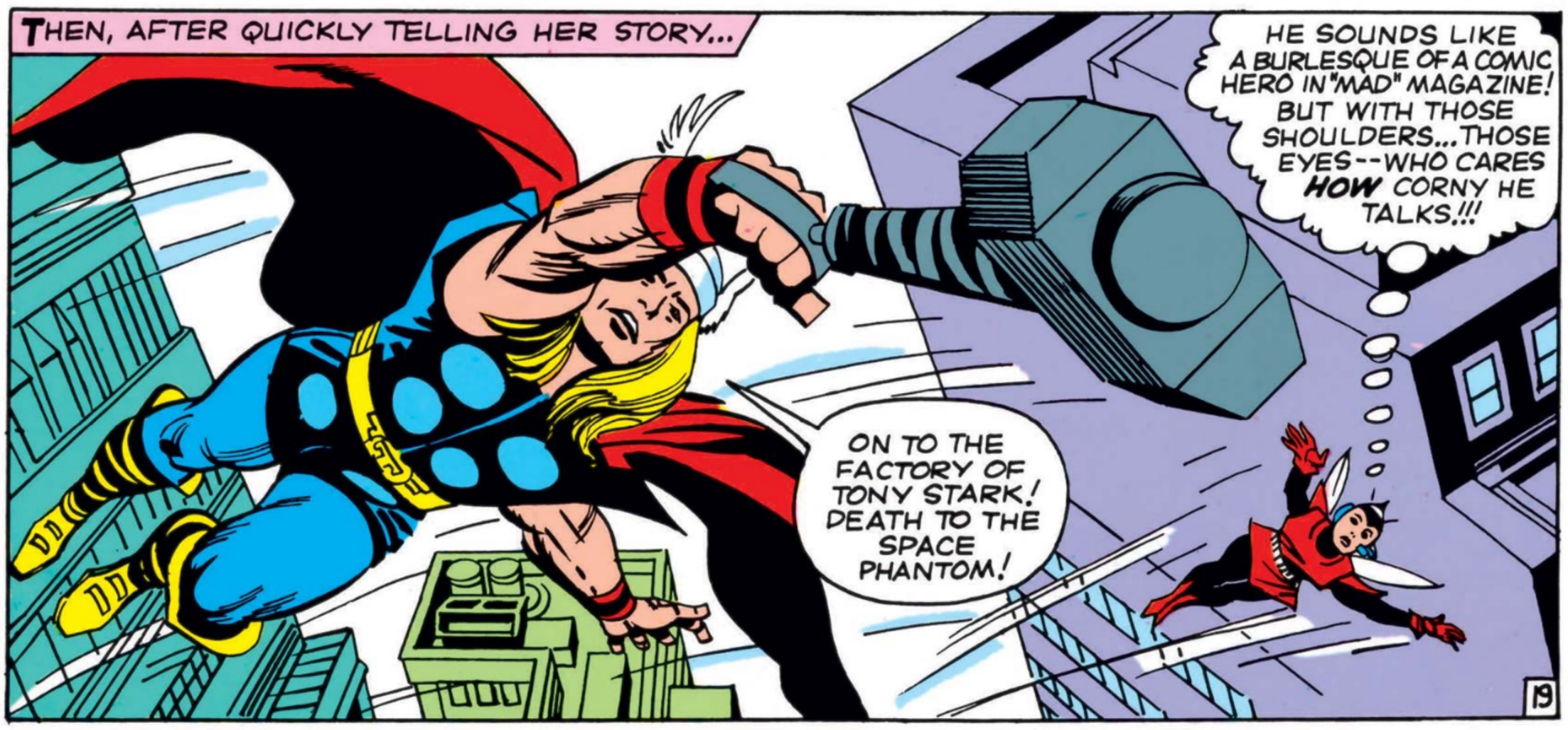

AND, AS THE BATTLE CONTINUES IN STARK'S LONG ISLAND FACTORY, THE WASP DESPERATELY SEEKS HELP FROM THE ONE REMAINING MEMBER OF THE AVENGERS...
WE WERE TOLD TO CALL DR. DON BLAKE WHEN WE WANTED THOR! HE KNOWS HOW TO CONTACT HIM! I'M IN LUCK... THERE'S BLAKE NOW!

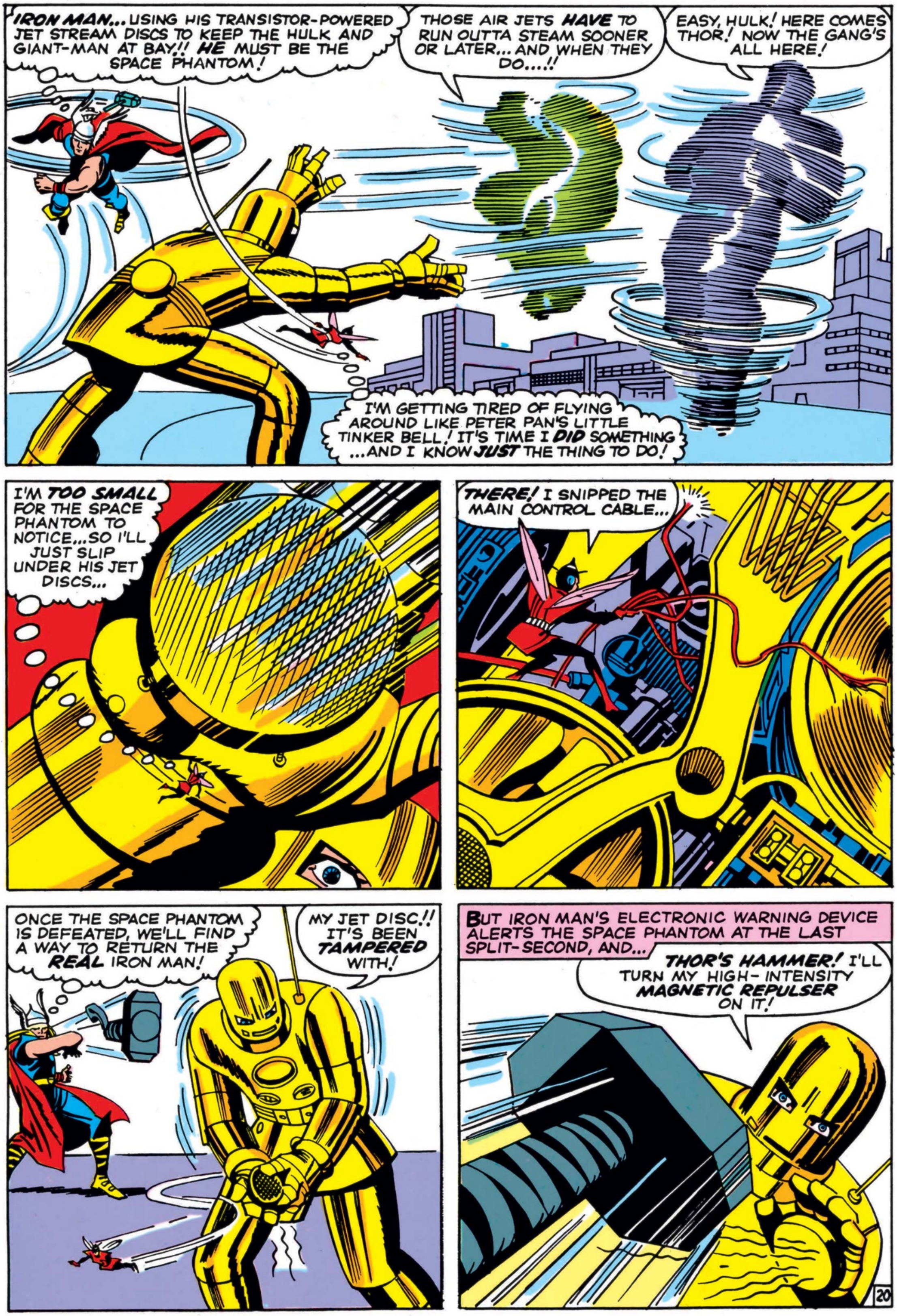

THE WASP!!
TROUBLE AT STARK FACTORY- NEED THOR

WAIT OUTSIDE IN THE RECEPTION ROOM WHILE I SEND FOR THOR!
WILL DO, DOC!
HMM...HE'D BE REAL DREAMY IF HE WAS A LITTLE HUSKIER!

SATISFIED THAT HE IS SAFE FROM PRYING EYES, THE LAME, MILD-LOOKING DOCTOR STAMPS HIS WALKING STICK ONCE UPON THE FLOOR, AND THEN...

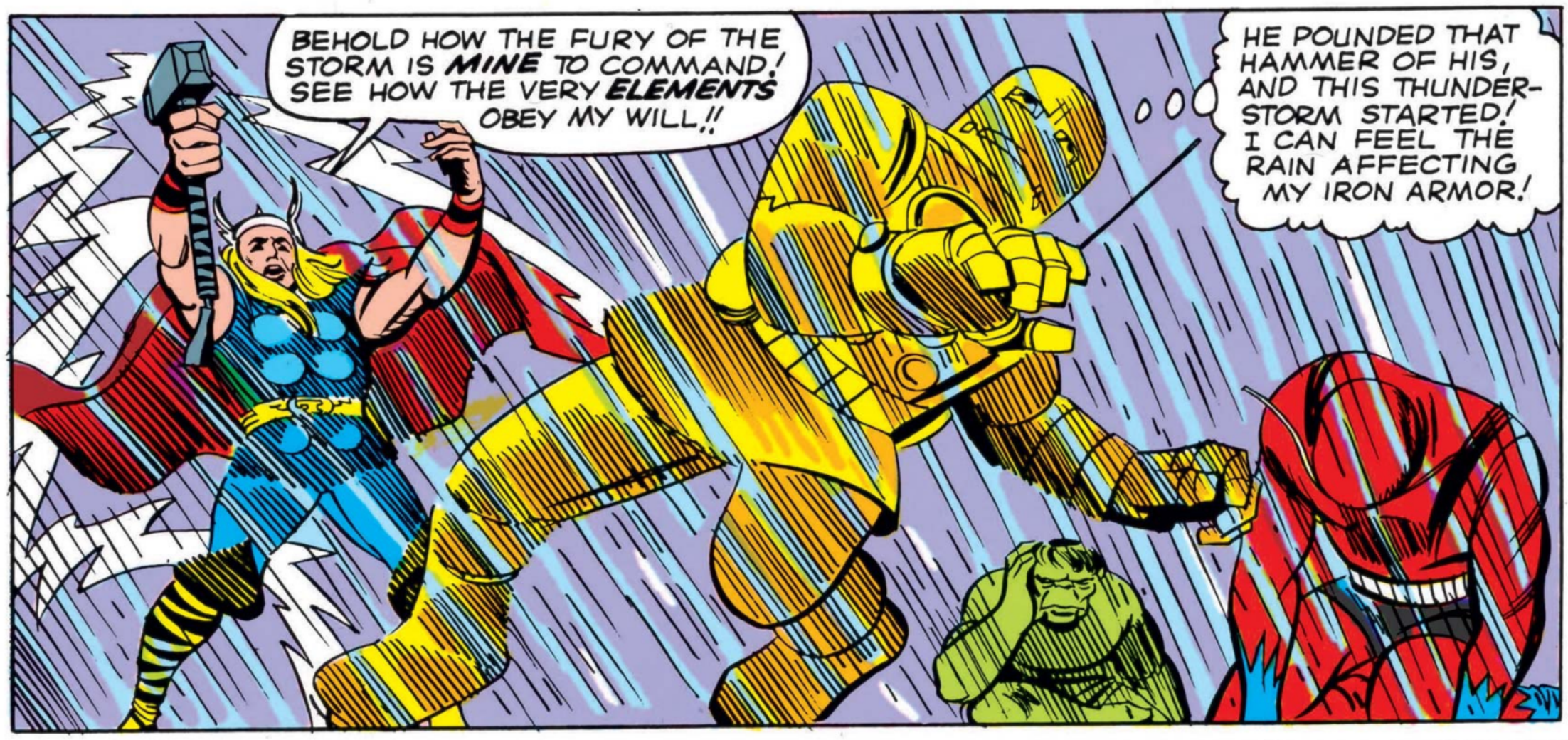
...A STRONG, COMMANDING VOICE RINGS OUT INTO THE NEXT ROOM, AS THE WASP RETURNS...
WHO SUMMONS THE GOD OF THUNDER?
I-- THE WASP!

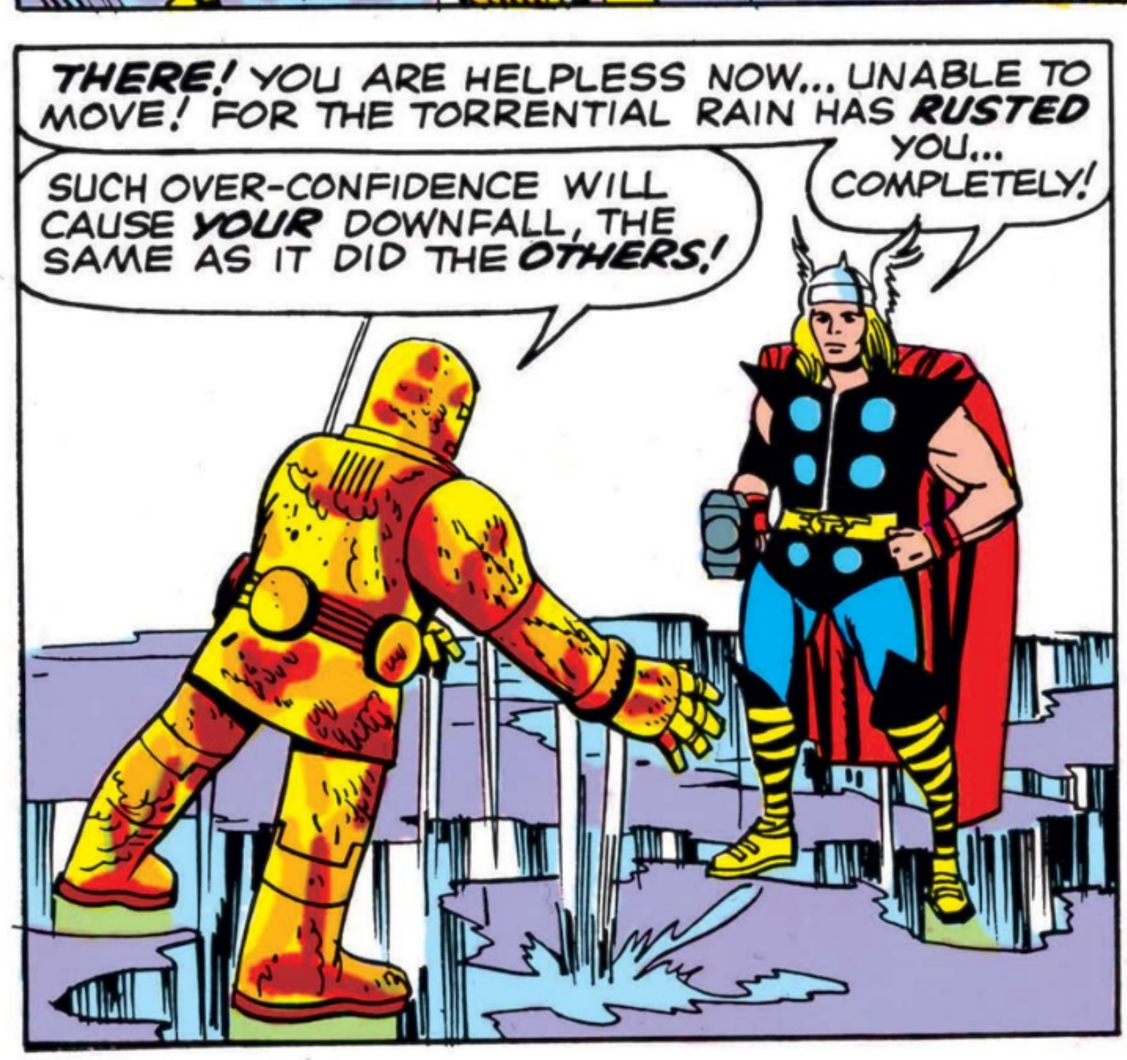

THEN, AFTER QUICKLY TELLING HER STORY...
HE SOUNDS LIKE A BURLESQUE OF A COMIC HERO IN "MAD" MAGAZINE! BUT WITH THOSE SHOULDERS...THOSE EYES--WHO CARES HOW CORNY HE TALKS!!!
ON TO THE FACTORY OF TONY STARK! DEATH TO THE SPACE PHANTOM!

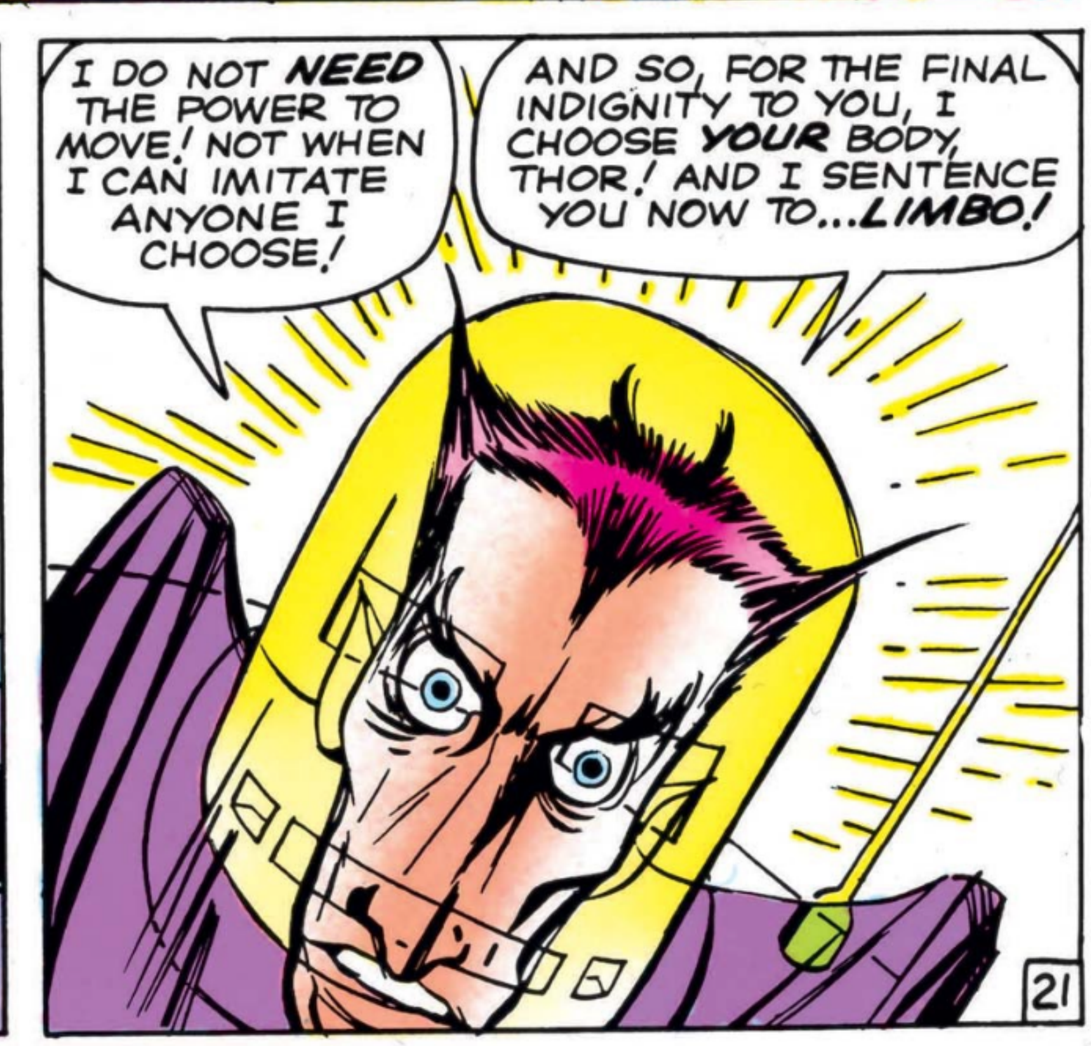

IRON MAN... USING HIS TRANSISTOR-POWERED JET STREAM DISCS TO KEEP THE HULK AND GIANT-MAN AT BAY!! HE MUST BE THE SPACE PHANTOM!
THOSE AIR JETS HAVE TO RUN OUTTA STEAM SOONER OR LATER... AND WHEN THEY DO...!!
EASY, HULK! HERE COMES THOR! NOW THE GANG'S ALL HERE!
I'M GETTING TIRED OF FLYING AROUND LIKE PETER PAN'S LITTLE TINKER BELL! IT'S TIME I DID SOMETHING ...AND I KNOW JUST THE THING TO DO!
I'M TOO SMALL FOR THE SPACE PHANTOM TO NOTICE...SO I'LL JUST SLIP UNDER HIS JET DISCS...
THERE! I SNIPPED THE MAIN CONTROL CABLE...
ONCE THE SPACE PHANTOM IS DEFEATED, WE'LL FIND A WAY TO RETURN THE REAL IRON MAN!
MY JET DISC!! IT'S BEEN TAMPERED WITH!
BUT IRON MAN'S ELECTRONIC WARNING DEVICE ALERTS THE SPACE PHANTOM AT THE LAST SPLIT-SECOND, AND...
THOR'S HAMMER! I'LL TURN MY HIGH-INTENSITY MAGNETIC REPULSER ON IT!
20

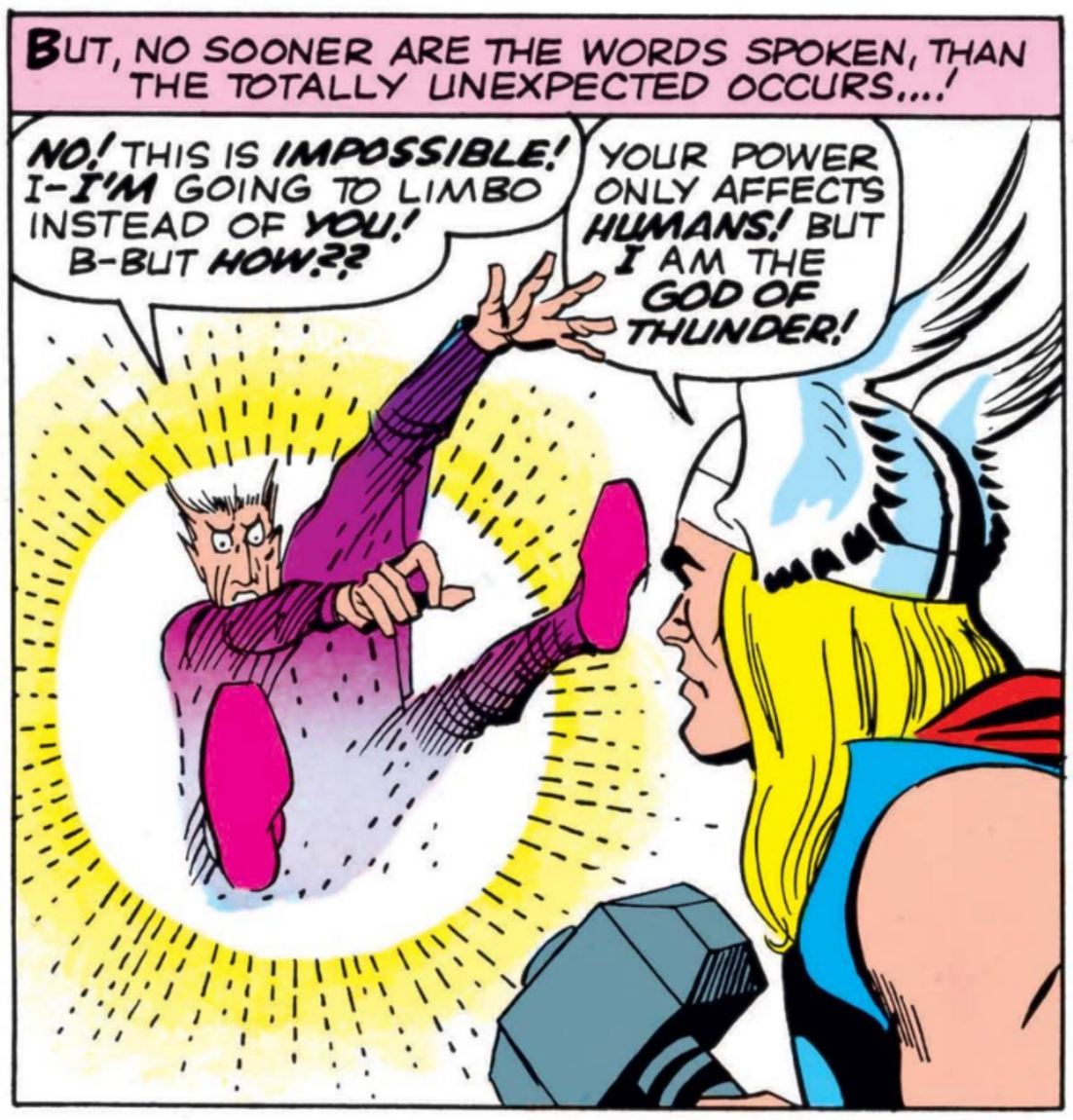
I HAVE LOST THE ELEMENT OF SURPRISE! HE IS PREPARED FOR ME!
NOW THE BATTLE REACHES ITS FINAL PHASE! ONCE I HAVE VANQUISHED YOU, THOR, ALL OF EARTH WILL FEEL THE FURY OF THE ATTACK BY THE PHANTOMS FROM SPACE!

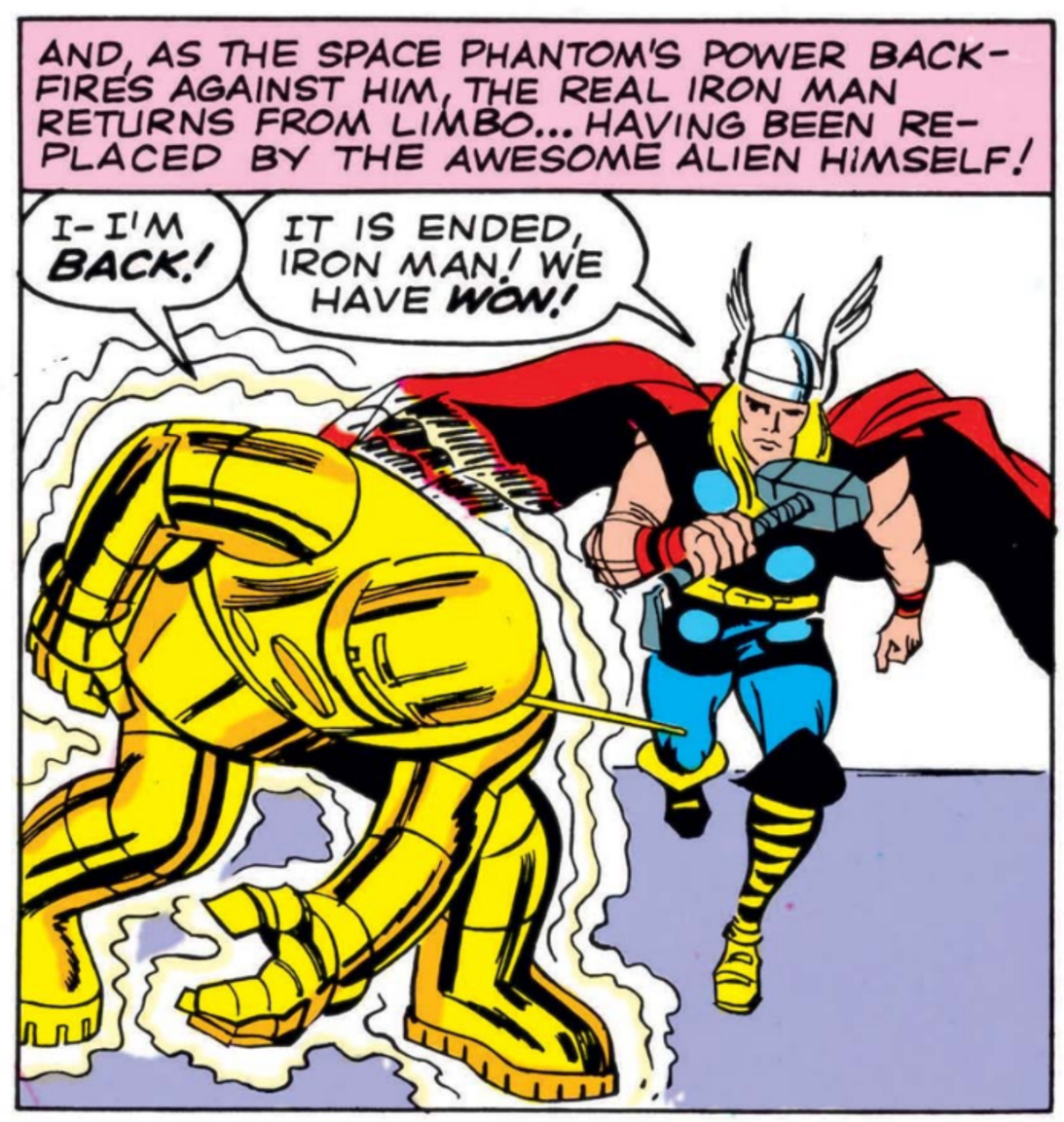
NOT SO, THOU BRAGGART! EARTH IS UNDER MY PROTECTION... THIS I HAVE PLEDGED WITH MY LIFE!

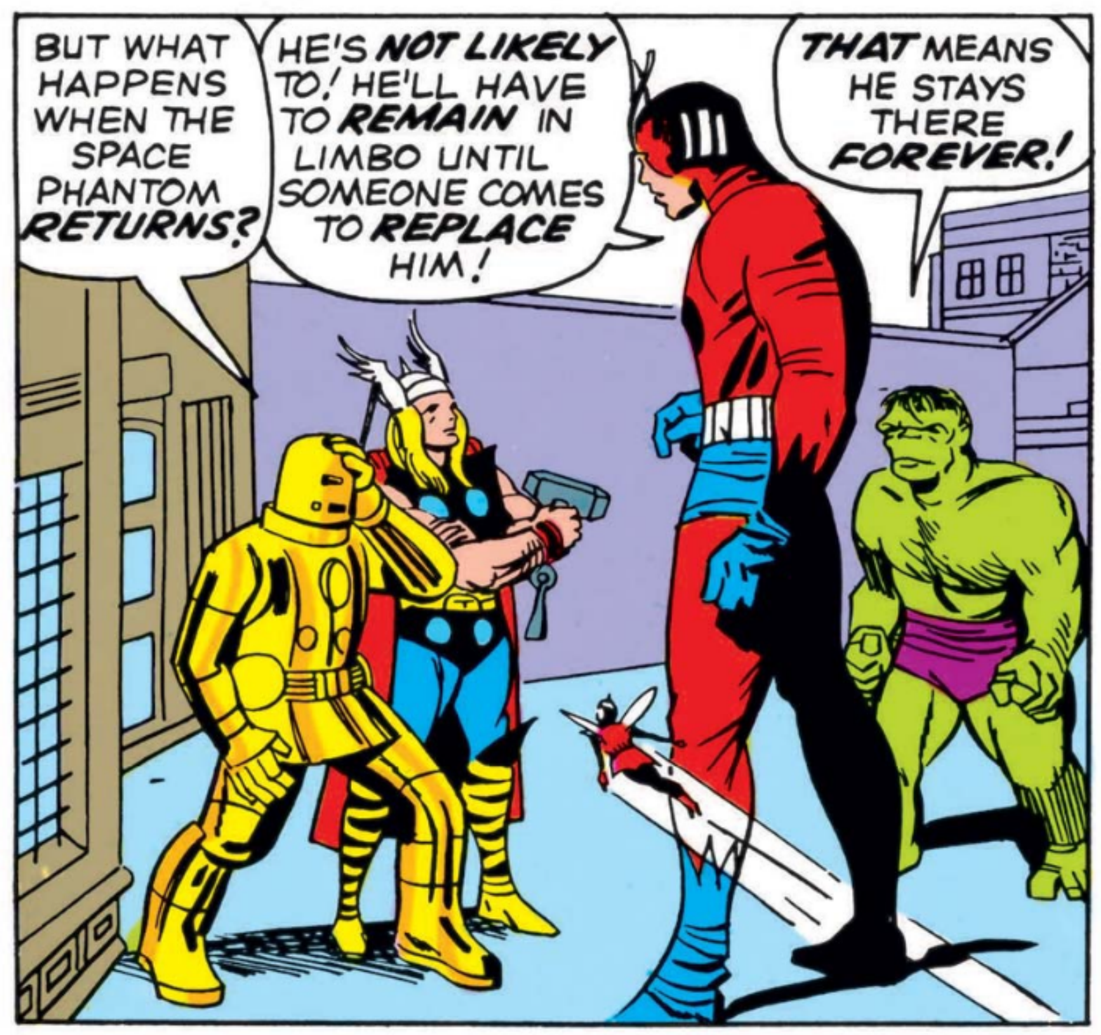

BEHOLD HOW THE FURY OF THE STORM IS MINE TO COMMAND! SEE HOW THE VERY ELEMENTS OBEY MY WILL!!
HE POUNDED THAT HAMMER OF HIS, AND THIS THUNDER-STORM STARTED! I CAN FEEL THE RAIN AFFECTING MY IRON ARMOR!

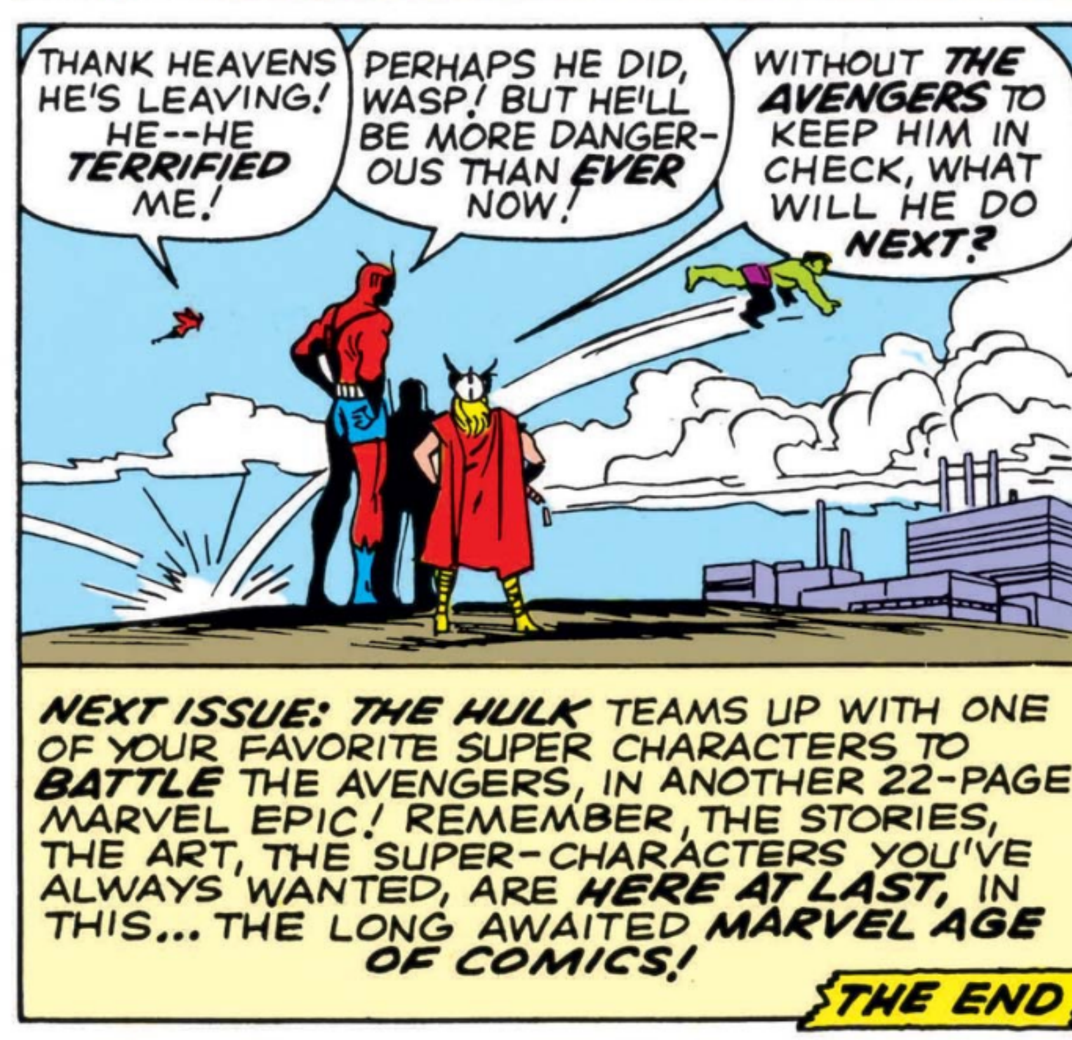

THERE! YOU ARE HELPLESS NOW... UNABLE TO MOVE! FOR THE TORRENTIAL RAIN HAS RUSTED YOU... COMPLETELY!
SUCH OVER-CONFIDENCE WILL CAUSE YOUR DOWNFALL, THE SAME AS IT DID THE OTHERS!


I DO NOT NEED THE POWER TO MOVE! NOT WHEN I CAN IMITATE ANYONE I CHOOSE!
AND SO, FOR THE FINAL INDIGNITY TO YOU, I CHOOSE YOUR BODY, THOR! AND I SENTENCE YOU NOW TO...LIMBO!









NEXT ISSUE: THE HULK TEAMS UP WITH ONE OF YOUR FAVORITE SUPER CHARACTERS TO BATTLE THE AVENGERS, IN ANOTHER 22-PAGE MARVEL EPIC! REMEMBER, THE STORIES, THE ART, THE SUPER-CHARACTERS YOU'VE ALWAYS WANTED, ARE HERE AT LAST, IN THIS... THE LONG AWAITED MARVEL AGE OF COMICS!

THE END

NEXT ISSUE...
THE AVENGERS
Feature...
"SUB-MARINER"
DESTINED TO BE ONE OF THE MOST TALKED-ABOUT EPICS EVER PRESENTED! RESERVE YOUR COPY NOW!